

# **C.J.Gelatine Products Limited**

CIN L24295MH1980PLC023206

**36<sup>th</sup> ANNUAL REPORT 2015 - 16**

**BOARD OF DIRECTORS****MANAGING DIRECTOR**

Sachiv Sahni (DIN 00219765)

**JOINT MANAGING DIRECTOR**

Jaspal Singh (DIN 01406945)

**EXECUTIVE WOMAN DIRECTOR**

Jasneet Kaur (DIN 06995139)

**INDEPENDENT DIRECTORS**

Vikas Gupta (DIN 03603519)

Sandeep Singh (DIN 03603531)

Amarjot Singh (DIN 07115513)

**CFO**

Harman Singh

**AUDITORS**R Kini & Associates  
Chartered Accountants  
Gujarat**BANKERS**IDBI Bank Ltd.  
Reliance Capital Ltd.**REGISTERED OFFICE**Tokersi Jivraj Wadi  
Acharya Donde Marg  
Sewree (w), Mumbai - 400015**COMPANY SECRETARY**

Mayank Lashkari

**FACTORY**21, New Industrial Area,  
Mandideep - 462046  
Dist.: Raisen (M.P.)**CONTENTS**

❖ NOTICE	03
❖ DIRECTORS' REPORT	10
❖ MANAGEMENT DISCUSSION & ANALYSIS	28
❖ CORPORATE GOVERNANCE REPORT	29
❖ AUDITORS' CERTIFICATE	39
❖ AUDITORS' REPORT	40
❖ FINANCIAL STATEMENTS	44
❖ PROXY FORM & ATTENDANCE SLIP	60
❖ UPDATION OF EMAIL ADDRESS	61

## NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of C.J.Gelatine Products Limited will be held at Sher-E- Punjab Gymkhana & Health Club Association, 368/72 Club Premises, Sher-E-Punjab Society, Off. Mahakali Caves Road, Andheri (E), Mumbai - 93 (M.H.) on Monday the 19th September, 2016 at 12.30 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended on that date together with the schedules annexed thereto as well as the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Sachiv Surinder Sahni (DIN - 00219765) who retires by rotation and being eligible, offers himself for re-appointment by passing the following Resolution with or without modification(s), as an Ordinary Resolution:
 

"Resolved That pursuant to the provisions of Section 152 read with rules and other applicable provisions, if any, of the Companies Act, 2013, the Approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sachiv Surinder Sahni as a Managing Director to the extent that is required to retire by rotation."
3. To appoint Auditor and fix their remuneration by passing the following Resolution with or without modification(s), as an Ordinary Resolution:
 

"RESOLVED THAT pursuant to provisions

of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, M/s R Kini & Associates, Chartered Accountant (Registration No. 021611), be and is hereby re-appointed as the Auditor of the Company till the Conclusion of the Next Annual General Meeting and the Board of Directors/Audit Committee of the Company be and is hereby authorised to fix their remuneration."

For and On Behalf of The Board of Directors of  
**C.J.Gelatine Products Limited**

**Jaspal Singh**  
 Joint Managing Director  
 DIN: 01406945

Place: Bhopal

Date: 13/08/2016

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING (A proxy form for the AGM is enclosed). A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their Representatives to attend and vote on their behalf at the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less three days of notice is writing is given to the Company.
4. Members/proxies/authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 12th September, 2016 to Monday the 19th September, 2016 (both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contract and Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Company has received Notice under Section 141(3)(g) of the Companies Act, 2013 from Statutory Auditors of the Company, M/s. R.Kini & Associates (Registration No. 021611) confirming that appointment if made, will be within the prescribed limits as per Section 141(3)(g) of the Companies Act, 2013.
9. The Board vide its Resolution passed on 13th Aug, 2016 has appointed Ms. Sonal Jain, Practising Company Secretary, (Membership No A34393, COP No 13242) as a Scrutinizer for conducting the e-voting process in accordance with the law in a fair and transparent manner.
10. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates of saving bank account details of their respective Depository Participants (DP). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends and other monetary benefits.
11. Members are requested to address all the correspondence to the Company Secretary, at the Company's registered office and to the Registrar and Transfer Agent of the Company at the following address:  
  
**M/s. Adroit Corporate Services Pvt. Ltd**  
19/20, Jaferbhoy Industrial Estate  
1st Floor, Makwana Road, Marol Naka  
Andheri East, Mumbai- 400 059.  
Tel.:28594060, 28596060  
Fax: 28503748  
E-mail: info@adroitcorporate.com

12. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communication electronically.
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company At least 10 Days before the Meeting, so that the Information is made available by the management at the Day of the Meeting.
14. Pursuant to Requirements of the Listing Agreement and Listing Regulations of the Stock Exchange on Corporate Governance, the information about the Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
15. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for the year ended 31st March, 2016 will also be available on the Company's Website on [www.cjgelatineproducts.com](http://www.cjgelatineproducts.com).
16. The Annual Report 2015 - 16, the Notice of the 36th AGM and Instructions for E-Voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/DP/RTA, unless a member has requested for a physical copy of the said documents. For Members who have not registered their email address, physical copies of the documents are being sent by the permitted mode.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN of their DP. Members holding shares in physical form are required to submit their PAN details to the RTA i.e. M/s. Adroit Corporate Services Pvt. Ltd or to Company Secretary at the registered office address.
18. In compliance with Section 108 of the Companies Act, 2013 along with respective Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depositories Services Limited. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
- The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 16th September, 2016 at 9.00 A.M. and ends on 18th September, 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 12th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in

favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For and On Behalf of The Board of Directors of  
**C.J.Gelatine Products Limited**

**Jaspal Singh**  
Joint Managing Director  
DIN: 01406945

Place: Bhopal

Date: 13/08/2016

**AS REQUIRED UNDER THE LISTING AGREEMENT AND LISTING REGULATIONS, THE RELEVANT INFORMATION IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING ARE GIVEN BELOW :**

Name of Director	Sachiv Surinder Sahni
DIN	00219765
Designation	Managing Director & Chairman
Shareholding (No. of Equity Shares)	45200
Date of Birth	12/11/1980
Date of Appointment	29/04/1999
Qualifications	Graduate
Experience in specific Functional Area	More than 17 years of Experience in the Field of Dealing in Gelatine and related products.
List of other Company Directorship held	C Jairam Pvt. Ltd.
Chairman/Member of the Committee of the Board of the Company a) Audit Committee b) Remuneration Committee c) Stackholders Relationship Committee	Member Member Member
Chairman/Member of Committee of the Board of other Companies in which he is a Director.	Nil

For and On Behalf of The Board of Directors of  
**C.J.Gelatine Products Limited**

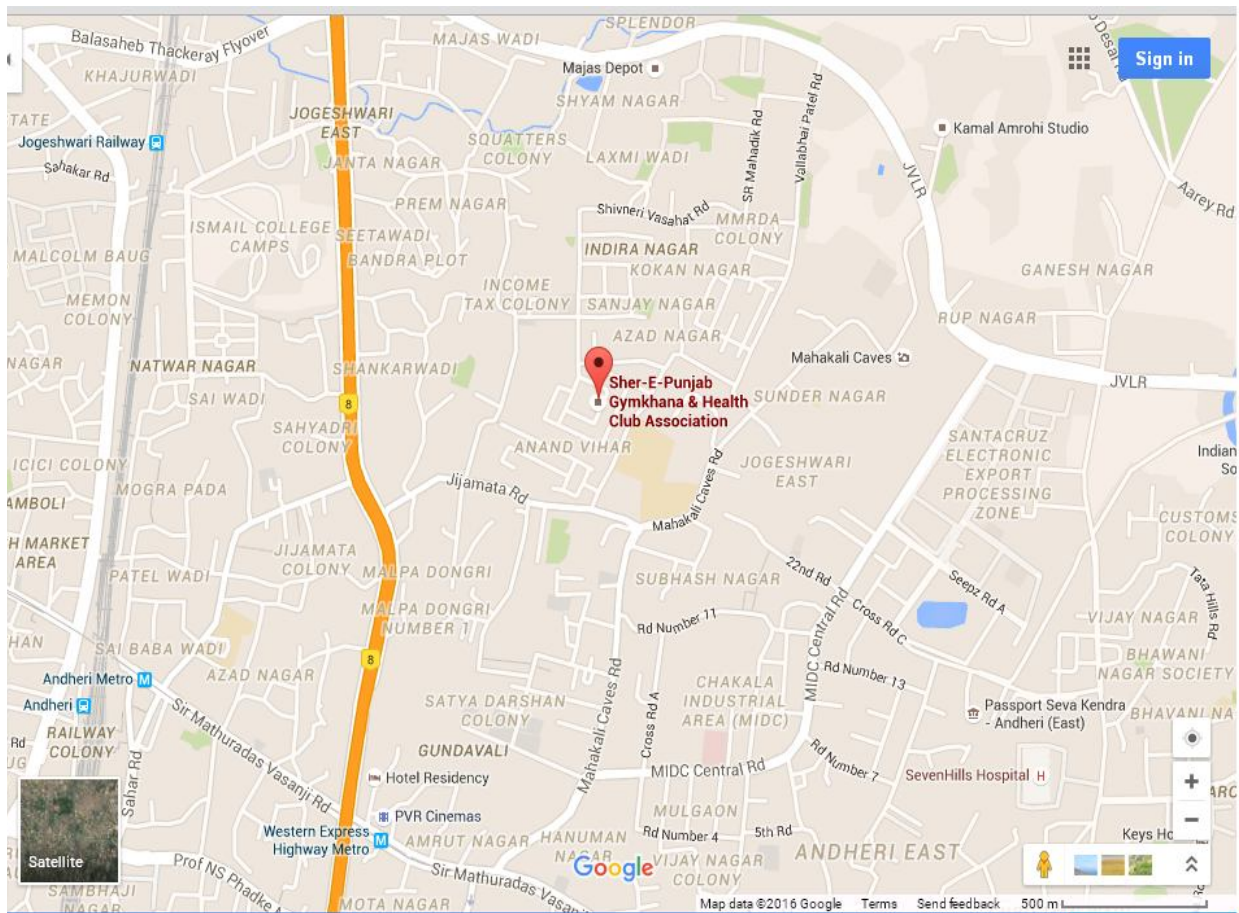
**Jaspal Singh**  
Joint Managing Director  
DIN: 01406945

Place: Bhopal

Date: 13/08/2016



### MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING:



## **DIRECTORS' REPORT**

To,  
The Members,  
C.J.Gelatine products Limited

The Board of Directors hereby presents its 36th Director's Report on business & operations of your Company alongwith Audited Financial Statements for the financial year ended 31st March, 2016.

### **FINANCIAL RESULTS & APPROPRIATION**

("Rs. in Lacs")

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
Sales & other Incomes	2262.256	1790.831
Profit before Interest, Depreciation & Tax	179.551	127.480
Profit before Tax	18.502	7.828
Profit for the year / Balance available for Appropriation	12.782	6.336
Surplus carried to Balance Sheet	12.782	6.336

**Note:** Figures of the year 2014-15 are regrouped or reclassified.

#### **1. STATE OF COMPANY'S AFFAIR**

During the year under review the Company recorded a total Revenue of Rs.2262.256/-Lacs & earned a PBIDT of Rs.179.551/-Lacs. There is a sound Increase in Revenues and Profits for the Company i.e. 26% Increase in Revenues and 138% Increase in Profit before Taxes. Due to the Low Availability of Raw material, Maintenance at Factory Premises and steady Increase in Prices of Raw material the Production of Finished Goods has not achieved which management has planned and budgeted. However on a Brighter Note, there has been an Increase in realization price of Finished Goods. In the Field of Gelatine manufacturers, Our Company is taking big strides to improve on quality of the product, and once we achieve the volume and Finance required, we will be in a great position to recollect profits.

#### **2. DIVIDEND**

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended 31st March, 2016.

#### **3. FIXED DEPOSITS**

The Company has not accepted any Fixed Deposit during the year nor are there any outstanding deposits, which are due for repayment.

#### **4. LISTING OF SHARES**

The equity shares of the Company are listed on the Stock Exchange at Mumbai and the Company has paid Annual Listing Fees for the year 2016-17.

#### **5. SHARE CAPITAL**

The paid up Equity Share Capital as on 31st March, 2016 was Rs. 4,81,33,000/- divided into 4813300 shares of Rs. 10/- each. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

#### **6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 forms part of the Notes to the Financial Statements provided in this Annual Report.

#### **7. SUBSIDIARIES/JOINT VENTURE/ ASSOCIATES**

During the year under review,

1. There were no such companies which have become Subsidiaries/ Joint Venture/ Associate Companies.
2. There was no Company which has ceased to be Subsidiaries/ Joint Venture/ Associate Companies.

Your Company has not have any Subsidiaries/Joint Venture/Associates company.

## 8. DIRECTORS / KEY MANAGERIAL PERSONNEL (KMPS)

During the Year under review, the following changes occurred in the position of Directors/KMPS of the Company.

S.No.	Name of Director/KMPS	Date of Event	Event
1.	Ms. Priyanka Saraf	01/07/2015	Resigned from the post of Company Secretary and Compliance Officer.
2.	Mr. Mayank Lashkari	01/08/2015	Appointment as Company Secretary and Compliance Officer.
3.	Mrs. Jasneet Kaur	12/09/2015	Regularization from the post of Additional Director to Director.
4.	Mr. Amarjot Singh	12/09/2015	Regularization from the post of Additional Director to Director.

The Board has placed on record its sincere appreciation for the invaluable contribution and guidance provided by Ms. Priyanka Saraf during her tenure.

Pursuant to the provisions of Section 149 of The Companies Act, 2013, Mr. Amarjot Singh was appointed as Independent Director at the Annual General Meeting of the Company held on 12th September, 2015 for a period of 5 years. The terms and conditions of appointment of Independent Director are as per Schedule IV of the Act. He has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect his status as Independent Director during the year.

Further, Pursuant to the provisions of Section 149 of The Companies Act, 2013, Mrs. Jasneet Kaur was appointed as an Executive Woman Director at the Annual General Meeting of the Company held on 12th September, 2015. The terms and conditions of appointment of the Director are as per Schedule V of the Act. She has submitted a declaration that she meets the criteria of the Act and there has been no change in the circumstances which may affect her status as Director during the year.

As per the provisions of The Companies Act, 2013

Mr. Sachiv Sahni, Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

## 9. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board & its Committees, execution and performance of specific roles, duties, obligations and governance.

The performance evaluation of Committees, Executive Directors, Non-Executive Directors and Independent Directors was completed. The Performance evaluation of the Chairman, Non-Executive Directors & Board as a whole was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. Directors of the Company has carried their own performance evaluation too known as "Self Assessment"

## 10. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

The Nomination and Remuneration Committee of Board of Directors of the Company leads the process for appointment of Directors and Key Managerial Personnel and Senior Management personnel in accordance with the requirements of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

Nomination & Remuneration Policy is available on the website of the Company at <http://www.cjgelatineproducts.com>.

**11. RISK MANAGEMENT**

In today's economic environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor & take precautionary measures in respect of the events that may pose risks for the business. The Board & Audit Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis by keeping Risk Management Report before the Board & Audit Committee periodically.

**12. RELATED PARTY TRANSACTION**

During the year under review, Company has not entered under any related party transactions. A Policy on Related Party Transactions as approved by the Board is available on the Company's website at <http://www.cjgelatineproducts.com>.

**13. AUDITORS' REPORT**

The Auditors Report is self explanatory and does not contain any qualification, reservation or adverse remark on the financial statements for the year ended 31st March, 2016 and the points raised by the Statutory Auditor in their report are self explanatory and covered in the notes on the Accounts. The Auditor's Report is enclosed with the Financial Statements in this Annual Report.

A Secretarial Audit Report given by the Secretarial Auditors in Form No MR-3 is annexed with this Report as ANNEXURE - A. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

**14. AUDITORS****STATUTORY AUDITOR**

M/s R.Kini and Associates, Chartered Accountants, Vadodara, Auditors of the company, retire at the ensuing Annual General Meeting. Mr. R. Kini has given in writing his consent for the re-appointment as statutory auditor for the F.Y. 2016-17. The Certificate from the Auditor have been

received to the effect that his Re-Appointment, If made, would be within the prescribed Limit under Section 141(3)(g) of the Companies Act, 2013.

**SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed there under, M/s M.M Chawla & Associates were appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the year ending 31st March, 2016.

**INTERNAL AUDITOR**

The Company has appointed Internal Auditor as mandated by the provisions of the Companies Act, 2013. M/S S P A R K & Associates, Chartered Accountant, Bhopal has been Appointed as Internal Auditor of the Company from the year 2015-16 to evaluate the Internal Controls and Financial Reporting.

Further, the recommendations and suggestions given by the Internal Auditor are accepted by the Audit committee and further recommended to the Board of Directors of the Company.

In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

**15. NUMBER OF MEETINGS OF THE BOARD**

The details of the number of meetings of the Board held during the financial year 2015-16 forms part of the Corporate Governance Report.

**16. AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

**17. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of CSR are not applicable to the company.

**18. DISCLOSURE REQUIREMENTS**

Corporate Governance Report and

Management Discussion and Analysis form part of this Annual Report for the year ended 31st March, 2016.

The Company has a whistle blower policy/vigil mechanism to report genuine concerns or grievances. The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company i.e. www.cjgelatineproducts.com.

The Board has laid down a code of conduct for Board members & Senior Management Personnel as per Regulation 17 & 26 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 & has been posted on the website of the Company at www.cjgelatineproducts.com.

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended on 31st March, 2016.

A declaration to this effect, signed by the CEO, form part of this Annual Report.

The Board has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading Policy of the Company covering code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct for the prevention of Insider Trading has been posted on the website of the Company at www.cjgelatineproducts.com.

All the Board members & KMPs have affirmed compliance with the said code of conduct for the year ended on 31st March, 2016.

#### **19. LISTING AGREEMENT**

The Securities and Exchange Board of India (SEBI) on September 2, 2015 issued SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly all listed entities were

required to enter into the Listing Agreement within 6 months from the effective date. The Company has entered into Listing Agreement with BSE Limited during February, 2016.

#### **20. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Company has put in place an adequate system of Internal Financial Control commensurate with the size and nature of business which helps in ensuring the orderly and efficient conduct of its business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention & detection of frauds, accuracy & completeness of accounting records and ensuring compliance with corporate policies.

The Audit Committee, reviews adherence to internal control systems and internal audit reports.

#### **21. PARTICULARS OF EMPLOYEES**

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the Annexure - B to this report.

#### **22. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

In compliance with Section 134 of The Companies Act, 2013 read with The Companies (Disclosure of Particulars in the report of Board of directors) Rules 1988, a statement giving information regarding Energy Conservation, Technology Absorption and Foreign Exchange earnings and out go is given in Annexure - C forming part of this Annual Report.

#### **23. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134 of the Companies Act, 2013 and rules made thereunder, the

Directors confirm that:

1. In the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the annual accounts on a going concern basis.
5. The Company has established internal financial controls and the said controls are adequate and are operating effectively.
6. A proper compliance system is established to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### 24. DEMATERIALISATION AND ELECTRONIC REGISTRAR

The equity shares of your Company are available for dematerialization with both NSDL and CDSL under ISIN INE557D01015. As on 31st March 2016, 84.30%% equity shares are in demate form and remaining 15.70% equity shares are in physical form.

Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is M/s Adroit Corporate Services Pvt. Ltd., Mumbai.

#### 25. HUMAN RESOURCE MANAGEMENT & INDUSTRIAL RELATION

Human Resource plays vital role in your company. If finance is the blood of any

organization then Human Resource is not less than pulse which keeps running production by their hard work day and night. Your company has performance management process to motivate people to give their best output and encourages innovation and meritocracy. Board places on record their appreciation and sincere thanks towards their contribution to the Company's performance during the year.

The Board is pleased to inform you that Industrial relations have continuously been cordial at all levels throughout the year.

#### 26. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this report as Annexure - D and forms an integral part of this report.

#### APPRECIATION

The Board takes this opportunity to express its sincere appreciation for the excellent support and cooperation received from company's bankers, investors, customers, suppliers, statutory authorities for their consistent support to the Company.

The Directors also sincerely acknowledge the outstanding support and services of the workers, staff and executives of the Company, which have together contributed to the efficient operations and management of the Company.

For and  
On Behalf of The Board of Directors of  
**C.J.Gelatine Products Limited**

**JASPAL SINGH**

Joint Managing Director

DIN: 01406945

**JASNEET KAUR**

Executive Director

DIN: 06995139

Place: Bhopal

Date: 13/08/2016

**ANNEXURE - A****FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED  
31st MARCH, 2016**

TO,  
THE MEMBERS,  
M/s. C.J.GELATINE PRODUCTS LIMITED  
TOKERSI JIVRAJ WADI,  
ACHARYA DONDE MARG  
SEWREE (W) MUMBAI - 13

I have conducted the Secretarial Audit of the Compliances of applicable statutory provisions and the adherence to good corporate practices by C.J.Gelatine Products Limited having CIN: L24295MH1980PLC023206 (hereinafter called 'The Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016, according to the provisions of :

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities & Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999
  - (e) The Securities & Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008.
  - (f) The Securities & Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the Clients.
  - (g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998.

- (i) Secretarial Standard as issued by The institute of Company Secretaries of India,  
 (j) Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines etc, mentioned above,

Departmental Heads of the company have reported compliance with following laws applicable to the company during the financial year 2015-16. These reports were duly taken on record by Board of Directors.

- i) Income tax Act, 1961
- ii) Sales tax 1956.
- iii) Central Excise Act, 1944,
- iv) Finance 1994 (Service Tax).
- v) The M.P.Excise Act, 1915,
- vi) Factories Act 1948
- vii) Industrial Disputes Act, 1947
- viii) The Payment of Wages Act, 1936
- ix) The Minimum Wages Act, 1948
- x) Employees' State insurance Act, 1948
- xi) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- xii) The, Payment of Bonus Act, 1965.
- xiii) The Payment of Gratuity Act, 1972
- xiv) The Contract Labour (Regulation & Abolition) A" 1970
- xv) The Maternity Benefit Act, 1961
- xvi) The Child Labour (Prohibition & Regulation) Act, 1986
- xvii) The industrial Employment (Standing Order) Act, 1946
- xviii) Workmen Compensation Act, 1923,
- xix) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- xx) Water (Prevention and Control of Pollution)

Act, 1974.

- xxi) Water (Prevention and Control of Pollution) Cess Act, 1977
- xxii) Air (Prevention and Control of Pollution) Act, 11491
- xxiii) Environment (Protection) Act, 1980.
- xxiv) Hazardous Wastes Management, Handling and Trans boundary Movement) Rules, 2008.

I/we further Report that\

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I/We Further Report that during the Audit Period the Company has not gone through any major event which may be mentioned for special attention.

For **M M Chawla & Associates**

Company Secretaries

**M M Chawla**

Membership No FCS 67

CP: 716

Place: Bhopal

Date: 13.08.2016



**ANNEXURE - B****(A) Details Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Name of Director/KMP	Remuneration (In Rupees)	% Increase in Remuneration	Ratio to median Remuneration	
Jaspal Singh	10,20,000	21.43	7.07 : 1	Profit Before Tax Increased by 138% and Profit After Tax Increased by 102%
Sachiv Sahni	Nil	NA	NA	
Sandeep Singh	Nil	NA	NA	
Vikas Gupta	Nil	NA	NA	
Jasneet Kaur (w.e.f. April -15)	303000	NA	2.10 : 1	
Amarjot Singh	Nil	NA	NA	
Harman Singh	421815	(1.49)	2.92 : 1	
Priyanka Saraf (Upto June - 15)	57692	NA	NA	
Mayank Lashkari (w.e.f. Aug - 15)	2,45,355	NA	1.70 : 1	

1. In the Financial Year, there was an increase of 9.91% in the median remuneration of employees.
2. There were 134 permanent employees on the rolls of the Company as on March 31, 2016.
3. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

Total Remuneration of Key Managerial Personnel increased by 19.94% as compared to Financial Year 2014-15, whereas the Profit After Tax increased by 102 % as compared to Financial Year 2014-15.

4. The Market Capitalization of the Company has decreased by Rs. 49.57 Lacs from Rs. 367.25 Lacs to Rs. 317.68 Lacs. It represents a decline of 13.50%.
5. Price Earning Ratio as at closing of current and previous Financial Year: 24.44 as at March 31, 2016 and 58.69 as at March 31, 2015.
6. Average Percentile increase in Remuneration of employees other than Managerial Personnel was 7.77% and average increase in remuneration of Managerial Personnel was 60.74%.

Average increase in remuneration of both, managerial and non-managerial personnel were determined based on the overall performance of the Company. Key result areas of the managerial personnel are broadly to achieve Company's growth and performance target, achieving the same against various adverse externalities globally, devising sustenance strategy to combat global forces like competition, exchange rate etc, which, in turn, enhance shareholders' value. Remuneration of the managerial personnel is based

on the Remuneration Policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

As against above, remuneration for non-managerial personnel is based on an internal evaluation of assigned target areas which are broken into subsets of key result areas of the managerial personnel.

7. Explanation on the relationship between average increase in remuneration and company performance: The average remuneration increase is linked to various parameters like - Company's overall performance, Rate of Inflation and Industry Benchmarks.
8. The key parameters for any variable component of remuneration availed by the Directors: Key Parameters include - performance of the Company vis-à-vis individual Director's performance against set Key Result Areas.
9. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: NA
10. It is affirmed that the remuneration is as per the Remuneration Policy of the Company

**(B) Information as per Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- No Director / Whole Time Director for the year under review were in receipt of Remuneration at a rate which is aggregate was not Less than Rupees 5 Lacs per month or Rupees 60 Lacs per annum.
- Except Mr. Sachiv Sahni and Mr. Jaspal Singh, none of the Directors or Employees holds more than 2% of the paid up capital of the Company

**ANNEXURE - C****ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

Disclosure Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

**CONSERVATION OF ENERGY**

Every care has been taken to conserve energy in the process of manufacturing or other operations.

## (i) Steps Taken or Impact on Conservation of Energy:

- Spin Flash Drier has been ordered for drying of Di-Calcium Phosphate. This will save about 50% reduction in fuel and Electricity Consumption

## (ii) Steps Taken for utilizing alternate sources of Energy:

- We are in process of Finalizing Energy Audit, which will let us know to save the ever increasing Energy Cost.
- We have improved our ETP Plant by installing Lime Stone Filter, Multigrade Filter and Activated Carbon Filter and Reverse Osmosis Plant.
- We are Studying an alternative Fuel for the Drier to save ever increasing cost of Diesel.

**TECHNOLOGY ABSORPTION**

## (i) The efforts made towards technology absorption

- We have installed & commissioned Two Reverse Osmosis (RO) Plants of 250 KLD & 500 KLD capacity to ensure complete recycling of waste water and making the unit the ZERO Liquid Discharge.

- Dust Collector Bag Filter has been ordered for control of stock emission in Boiler thereby making clean & safe environment.

- Multiple Effect Evaporator of 50 KLD has been ordered for evaporating the reject obtained from RO Plant.

## (ii) the benefits derived like product improvement, cost reduction, product development or import substitution

- Process improved to produce a quality product and alternatives are being sought after to make cheaper and Cleaner product

## (iii) Information regarding technology imported, during the last 3 years: NIL

**RESEARCH AND DEVELOPMENT**

The Company has not set up a separate unit for research and development since its need was not felt.

However, Employees working in the Lab are making continuous efforts for Quality Improvement of Finished Products under the Supervision of the General Manager of the Company.

**FOREIGN EXCHANGE EARNING & OUT-GO**

During the year under report, the Company has neither earned nor spent any foreign exchange.

For and On Behalf of The Board of Directors of  
**C.J.Gelatine Products Limited**

**JASPAL SINGH**

Joint Managing Director

DIN: 01406945

**JASNEET KAUR**

Executive Director

DIN: 06995139

Place: Bhopal

Date: 13/08/2016

**ANNEXURE - D****FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)  
of the Company (Management & Administration) Rules, 2014.****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L24295MH1980PLC023206
2.	Registration Date	20/09/1980
3.	Name of the Company	C..J.Gelatine Products Limited
4.	Category/Sub-category of the Company	Company Limited by Shares and Indian Non Government Company
5.	Address of the Registered office & contact details	Tokersi Jivraj Wadi, Acharya Donde Marg, Sewree (W), Mumbai-15 (M.H.) Tel: 022 - 24133193, Fax: 022 - 24161368
6.	Whether listed company	Yes (At Bombay Stock Exchange Limited, BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Private Limited 19/20, Jaferbhoy Ind. Estate, 1st floor, Makwana Road, Marol, Andheri (E), Mumbai - 59 (M.H.) Tel: 022 - 4227 0400

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S.No.	Name and Description of main products / services	NIC Code of the	% to total turnover of the company
1	Gelatine	20295	77.65%
2	Di Calcium Phosphate	20295	22.35%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S.No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary	% of Shares held	Applicable Section
NIL					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]			No. of Shares held at the end of the year [As on 31-March-2016]				%Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total		% of Total Shares
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	8000	119400	127400	2.64	8000	119400	127400	2.64	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1472750	0	1472750	30.60	1472750	0	1472750	30.60	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other									
f-1) Directors Relatives	0	250	250	0.01	0	250	250	0.01	0.00
f-2) Directors	1160998	0	1160998	24.12	1160998	0	1160998	24.12	0.00
<b>Sub-Total (A)(1):-</b>	<b>2641748</b>	<b>119650</b>	<b>2761398</b>	<b>57.37</b>	<b>2641748</b>	<b>119650</b>	<b>2761398</b>	<b>57.37</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI-Individual	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A1) + (A2)</b>	<b>2641748</b>	<b>119650</b>	<b>2761398</b>	<b>57.37</b>	<b>2641748</b>	<b>119650</b>	<b>2761398</b>	<b>57.37</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	300	300	0.01	0	300	300	0.01	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	0	0	0	0.00	0	0	0	00.00	0.00
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>300</b>	<b>300</b>	<b>0.01</b>	<b>0</b>	<b>300</b>	<b>300</b>	<b>0.01</b>	<b>0.00</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2015]			No. of Shares held at the end of the year [As on 31-March-2016]				%Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total		% of Total Shares
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	212436	2750	215186	4.47	122209	2750	124959	2.60	(1.87)
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	426636	356290	782926	16.27	492753	352390	845143	17.56	1.29
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	760579	236450	997029	20.71	787159	236450	1023609	21.27	0.55
<b>c) Others (specify)</b>									
c-1) NRI-Individual	12061	44400	56461	1.17	11211	44150	55361	1.15	(0.02)
c-2) Clearing Member	0	0	0	0.00	2530	0	2530	0.05	0.05
c-3) Market Makers, Office Bearers	-	-	-	-	-	-	-	-	-
c-4) Foreign Nationals NRI, Foreign Companies	0	0	0	0.00	0	0	0	0.00	0.00
c-5) HUF	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>1411712</b>	<b>639890</b>	<b>2051602</b>	<b>42.62</b>	<b>1415862</b>	<b>635740</b>	<b>2051602</b>	<b>42.62</b>	<b>0.00</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	1411712	640190	2051902	42.63	1415862	636040	2051902	42.63	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1411712</b>	<b>640190</b>	<b>2051902</b>	<b>42.63</b>	<b>1415862</b>	<b>636040</b>	<b>2051902</b>	<b>42.63</b>	<b>0.00</b>

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year (01/04/2015)			Shareholding at the end of the year (31/03/2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged encumbered to total shares	No. of Shares	% of total Shares of the company	% of Pledged/ encumbered to total shares	
1	C. JAIRAM PRIVATE LTD.	1472750	30.60	0	1472750	30.60	0	0.00
2	JASPAL SINGH	1115798	23.18	0.00	1115798	23.18	0.00	0.00
3	ASCHARAJLAL SAHNI	127400	2.65	0.00	127400	2.65	0.00	0.00
4	SACHIV SURINDER SAHNI	45200	0.94	0.00	45200	0.94	0.00	0.00
5	SUMATI JEET	100	0.00	0.00	100	0.00	0.00	0.00
6	SWARAN SAHNI	50	0.00	0.00	50	0.00	0.00	0.00
7	SUCHITA SARAN	50	0.00	0.00	50	0.00	0.00	0.00
8	SUMITRA SETHI	50	0.00	0.00	50	0.00	0.00	0.00

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Particulars	Shareholding at the beginning of the year (01/04/2015)		Cumulative Shareholding during the year (31/03/2016)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

**There is no change during the year**

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date Wise Increase/decrease in shareholding due to buy & sell			Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	Date	No. Of Shares	% increase/ decrease	Reason	No. of	% of total shares of the company
1	GLOBE CAPITAL MARKET LTD	31195	0.65	4/1/2015	31195	0.65	Open market operations	31195	0.65
				09/10/2015	700	0.01		31895	0.66
				16/10/2015	300	0.01		32195	0.67
				27/11/2015	126	0.00		32321	0.67
				01/01/2016	(1000)	(0.02)		31321	0.65
				22/01/2016	(126)	0.00		31195	0.65
				11/03/2016	1000	0.02		32195	0.67
2	TRUSTLINE SECURITIES LTD	0.00	0.00	0.00	0.00	0.00	Open market operations	0.00	0.00
				01/10/2015	20000	0.42		20000	0.42
				09/10/2015	13610	0.28		33610	0.70
				16/10/2015	(33610)	(0.70)		0.00	0.00
				31/03/2016	0.00	0.00		0.00	0.00
3	MANSUKH STOCK BROKERS LIMITED	150	0.00	4/1/2015	150	0.00	Open market operations	150	0.00
				18/12/2015	23037	0.48		23187	0.48
				25/12/2015	14950	0.31		38137	0.79
				31/12/2015	17996	0.37		56133	1.17
				22/01/2016	3215	0.07		59348	1.23
				29/01/2016	1197	0.03		60545	1.26
				05/02/2016	2094	0.04		62639	1.30
				12/02/2016	469	0.01		63108	1.31
				19/02/2016	8326	0.17		71434	1.48
				26/02/2016	3095	0.07		74529	1.55
				04/03/2016	100	0.00		74629	1.55
				18/03/2016	1000	0.02		75629	1.57
				25/03/2016	(75479)	(1.57)		150	0.00
4	NARAYAN PANDURANG NERURKAR	33615	0.70	4/1/2015	33615	0.70	Open market operations	33615	0.70
				31/03/2016	0.00	0.00		33615	0.70

5	P P ZIBI JOSE	34473	0.72	4/1/2015	34473	0.72	Open market operations	34473	0.72
				31/03/2016	0.00	0.00		34473	0.72
6	ADROIT FINANCIAL SERVICES PVT LTD	121414	2.52	4/1/2015	121414	2.52	Open market operations	121414	2.52
				10/04/2015	(321)	(0.01)		121093	2.51
				17/04/2015	(6425)	(0.13)		114668	(2.38)
				24/04/2015	995	0.02		115663	2.40
				01/05/2015	(50)	(0.00)		115613	2.40
				08/05/2015	(9072)	(0.19)		106541	2.21
				22/05/2015	(40)			106501	2.21
				19/06/2015	(2)			106499	2.21
				10/07/2015	(3303)	(0.07)		103196	2.14
				21/08/2015	(5)	(0.00)		103191	2.14
				18/09/2015	(47917)	(1.00)		55274	1.15
				01/10/2015	(39519)	(0.82)		15755	0.33
				09/10/2015	(15000)	(0.31)		755	0.02
				06/11/2015	1	0.00		756	0.02
04/12/2015	(755)	(0.02)	1	0.00					
7	HARISH PANDE	50000	1.04	4/1/2015	50000	1.04	Open market operations	50000	1.04
				31/03/2016	0.00	0.00		50000	1.04
8	USHA PANDE	180750	3.76	4/1/2015	180750	3.76	Open market operations	180750	3.76
				31/03/2016	0.00	0.00		180750	3.76
9	DEEPINDER SINGH POONIAN	0.00	0.00	4/1/2015	0.00	0.00	Open market operations	0.00	0.00
				25/03/2016	75479	1.57		75479	1.57
10	SANJEEV SIKKA	162272	3.37	4/1/2015	162272	3.37	Open market operations	162272	3.37
				31/03/2016	0.00	0.00		162272	3.37
11	GOSWAMI JAYNESH PURI AMUT	28807	0.60	4/1/2015	28807	0.60	Open market operations	28807	0.60
				24/04/2015	2000	0.04		30807	0.64
12	HIMANI ARORA	106000	2.20	4/1/2015	106000	2.20	Open market operations	106000	2.20
				31/03/2016	0.00	0.00		106000	2.20
13	BINA S SAHNI	43250	0.90	4/1/2015	43250	0.90	Open market operations	43250	0.90
				31/03/2016	0.00	0.00		43250	0.90
14	KRISHAN KUMAR AMLA	193200	4.01	4/1/2015	193200	4.01	Open market operations	193200	4.01
				31/03/2016	0.00	0.00		193200	4.01



**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
	At the beginning of the year	None of the Directors and Key Managerial Personnel holds Shares in the Company other than Managing Director and Joint Managing Director (details already provided above).			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)				
	At the end of the year				

**V) INDEBTEDNESS -**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	175.00	20.58	-	195.58
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>175.00</b>	<b>20.58</b>	<b>-</b>	<b>195.58</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	485.00	12.50	-	497.50
* Reduction	-189.53	-4.31	-	-193.84
Net Change	295.47	8.19	-	303.66
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	470.47	28.77	-	499.24
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>470.47</b>	<b>28.77</b>	<b>-</b>	<b>499.24</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr.Sachiv Sahn, MD	Mr.Jaspal Singh, JMD	Mrs.Jasneet Kaur Exe. Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	10,20,000	3,03,000	13,23,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission	—	—	—	—
	- as % of profit				
	- others, specify...	-			
5	Others, please specify Sifting Fees	10,000	12,500	12,500	35,000
	<b>Total (A)</b>	<b>10,000</b>	<b>10,32,500</b>	<b>3,15,500</b>	<b>13,58,000</b>
	Ceiling as per the Act				<b>30,00,000</b>

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr.Vikas Gupta	Mr.Sandeep Singh	Mr. Amarjot Singh	
1	Independent Directors				
	Fee for attending board committee meetings	12,500	12,500	12,500	37,500
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>37,500</b>
2	Other Non-Executive Directors	N.A.	N.A.	N.A.	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>12,500</b>	<b>12,500</b>	<b>12,500</b>	<b>37,500</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Harman Singh CFO	Ms.Priyanka Saraf CS upto June-15	Mr.Mayank Lashkari CS w.e.f. Aug-15	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,21,815	57,692	2,45,355	7,24,862
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others - (Incentives)	-	-	-	-
	<b>Total</b>	<b>4,21,815</b>	<b>57,692</b>	<b>2,45,355</b>	<b>7,24,862</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and On Behalf of The Board of Directors of  
C.J.Gelatine Products Limited

Place: Bhopal  
Date: 13/08/2016

**Jaspal Singh**  
Joint Managing Director  
DIN: 01406945

**Jasneet Kaur**  
Executive Director  
DIN: 06995139

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE & DEVELOPMENTS

Worldwide Gelatin consumption forecast to reach new heights, fuelled by aging population, focus on healthcare and increasing demand from end-use industries such as food & beverage, nutraceutical and pharmaceuticals. Additionally, rising standards of living, shift to vegetarian gelatin options, easy affordability and greater awareness in emerging economies such as China and India will promote further growth. However, despite the bright outlook, consumer concerns related to the safety and social aspects of using products derived from animal body parts continue to haunt industry prospects.

Gelatin represents an omnipresent element in foods, drugs, and supplements used as a thickener, plasticizer, emulsifier, foaming agent, moisture retainer, texture enhancer, and binding agent. As a rich source of protein, Gelatin finds application in numerous end-use sectors including pharmaceuticals, food and beverage, photographic supplies, cosmetics, explosives, electroplating, dyes, papermaking and printing, among others. Rising standards of living, easier access to healthcare services, increase in disposable incomes and rapidly aging world population represent key factors driving growth in demand for gelatin. Improving lifestyles in developing economies of India and China are also expected to promote market expansion. Lack of availability of competitive substitutes in the market makes gelatin one of the most indispensable feedstock in various end-use industries.

India ranks topmost in the world in livestock holding and has the potential to utilize slaughterhouse by products to partly meet the growing requirement of animal feeds.

### OUTLOOK ON OPPORTUNITIES

The rapid growth of the Pharmaceutical, and Health & Nutrition market in India and across the world, has resulted in stable demand for Gelatin. Your company shall seize this opportunity and increase its market spread.

The Pharma industry meets around 70% of the Country's demand for bulk drugs, drug intermediates, pharmaceutical formulations, chemicals, tablets, capsules, orals & injectables. The domestic pharmaceutical market is expected

to register a strong double digit growth of 15% on the back of increasing sales of generic medicines, continued growth in chronic therapies and a greater penetration in rural markets.

Your Company is also planning to optimum utilization of the Capacities available in the Plant from next year.

### OUTLOOK ON THREATS, RISKS AND CONCERNS

With the increasing demand for Gelatin in India, the last few years have witnessed an unprecedented shortage for its key raw material i.e. crushed Bone. The impact of the global economic recession and the export of Bone/meat from the country resulted in a lower availability of crushed bones in India. This resulted in a steep increase in the raw material costs.

The meat industry is now on a recovery path with the demand in the export as well as domestic markets picking up and we expect the raw material shortage situation to ease in the near term.

### CAUTIONARY STATEMENTS

Statements in the Management's Discussion and Analysis describing the Company's projections, estimates, expectations or predictions may be "Forward Looking Predictions" within the meaning of Applicable Securities Laws and Regulations. Actual Results may differ from such Estimates, projections. Factors which would make a significant difference to the Company's operations include achievement of better quality and good market price in market, Changes in Government Regulations and Laws, economic conditions affecting Demand/Supply and Other Environmental Factors over Which Company does not have any control.

The Management has a firm belief that the strategic direction of your Company is sound and will continue to exceed the shareholders expectation, both short-term and long-term.

For and On Behalf of The Board of Directors of  
**C.J.Gelatine Products Limited**

<b>JASPAL SINGH</b>	<b>JASNEET KAUR</b>
Joint Managing Director	Executive Director
DIN: 01406945	DIN: 06995139

Place: Bhopal  
Date: 13/08/2016

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-16

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

C.J. Gelatine Products Limited (herein after referred to as the Company") looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. Good Corporate Governance Practices enable a Company to attract high quality financial and human capital. In turn these resources are leveraged to maximize long-term stakeholder value while preserving the interest of multiple stakeholders including the society at large.

In the conduct of your Company's business and its dealings, it abides by the principle of honesty, openness and doing what is right which means taking business decisions and acting in way that is ethical and is in compliances with the applicable legislation.

The Company's corporate governance philosophy has been further strengthened through the Code of Conduct for Board and Senior personnel and Code of Conduct under Insider Trading regulations.

### 2. BOARD OF DIRECTORS

- A. As on March 31, 2016 Your Board of Directors is comprised of Six (06) directors, of which the Chairman is an Executive Director. In compliance with the requirements of

Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your Company has Three (3) Executive Directors among whom One (1) is Woman Director and Three (3) Non-Executive Directors who all are Independent Directors. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

- B. None of the Directors on the Board is member of more than ten Committees or Chairman of more than five Committees across all the public companies in which he is a director. Necessary disclosures regarding their position in various Committees across other public companies as on March 31, 2016, have been made by the directors.
- C. The details of the composition, nature of directorship, number of Board Meeting attended, attendance at last AGM, directorships held in other companies by the directors of the Company and their shareholding are detailed below. Other directorships do not include alternate directorships, directorships of private limited companies, section 8 companies and of companies incorporated outside India. Chairmanships/ Memberships of Board Committees include only Audit and Stakeholders' Relationship Committee (formerly known as Shareholders/Investors Grievance Committee).

Name of Director	Date of Appointment in current term	Category	No. of Board meetings attended during the year 2015-16	Attendance at last AGM	No of Directorship in other Companies excluding private limited companies	Member (M) / Chairmanship (C) in Audit and Stakeholders' Relationship Committee including other Companies (As declared to the Company)
Mr. Sachiv Surinder Sahni DIN: 00219765	01-03-2012	C,P,E, MD	4	No	0	3 M
Mr. Jaspal Singh DIN: 01406945	17-02-2012	P,E, MD	5	Yes	1	1 M
Mrs. Jasneet Kaur DIN: 06995139	28-03-2015	E, W	5	Yes	1	0
Mr. Vikas Gupta DIN: 03603519	13-09-2014	NE, I	5	Yes	0	2 M 1 C
Mr. Sandeep Singh DIN: 03603531	13-09-2014	NE, I	5	Yes	0	2 M 1 C
Mr. Amarjot Singh DIN: 07115513	28-03-2015	NE, I	5	Yes	0	1 C

**Abbreviations:** C: Chairman, P: Promoter, E: Executive Director, MD: Managing Director, NE: Non Executive Director, I: Independent Director, W: Woman Director, M: Committee Member.

- D. During the year, Five board meetings were held and the gap between two meetings did not exceed one hundred twenty days.

The dates on which the said meetings were held : 15th May, 2015, 01st August, 2015, 08th October, 2015, 24th October, 2015 and 13th February, 2016.

The necessary quorum was present for all the meetings.

- E. The terms and conditions of appointment of Independent Directors is disclosed on the website of the Company (<http://www.cjgelatineproducts.com>).

- F. During the year, a separate meeting of Independent Directors was held inter-alia to review the performance of Chairperson, Non-Independent Directors and the Board as a whole etc

- G. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by various departments of the Company.

- H. The details of familiarization programme is available on the website of the Company at the following link :

[http://www.cjgelatineproducts.com/yahoo\\_site\\_admin/assets/docs/SSR-FAMILIARISATION-PROGRAMME.312225751.pdf](http://www.cjgelatineproducts.com/yahoo_site_admin/assets/docs/SSR-FAMILIARISATION-PROGRAMME.312225751.pdf)

- I. Directors are holding shares of the Company and the said details is a part of MGT-9 of annual report

- J. There is no relationship between the Directors of the Company except relation between Mr. Jaspal Singh and Mrs. Jasneet Kaur.

- K. The previous Annual General Meeting (AGM) of the Company was held on September 12, 2015 and was attended by Mr. Vikas Gupta, Chairman of the Audit committee, Mr. Sandeep Singh, Chairman of the Nomination & Remuneration Committee & Mr. Amarjot Singh, Chairman of the Stakeholders Relationship Committee.

### 3. COMMITTEES OF THE BOARD

Currently, the Board has Three committees: Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration

Committee. Meeting of each of these Committee are administered by the respective Chairman of the Committee. The minutes of the Committee meetings are sent to all directors individual & tabled at the Board Meetings.

#### I. AUDIT COMMITTEE

- A. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

- B. The terms of reference of the Audit Committee are broadly as per Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 177 of Companies Act, 2013.

- C. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function, Chief Executive Officer & Chief Financial Officer), and representatives of the statutory auditors to be present at its meetings.

- D. The composition of the audit committee and the details of meetings attended by its members are given below:

Name of director	Category	No. of meetings during the Financial Year 2015-16	
		Held	Attended
Mr. Vikas Gupta	Chairman	4	4
Mr. Sandeep Singh	Member	4	4
Mr. Sachiv Surinder Sahni	Member	4	3

During the year, Mr. Mayank Lashkari, Company Secretary of the Company has acted as the secretary of the Committee.

- E. During the year, Four Audit Committee Meetings were held and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are as follows:

15th May, 2015, 01st August, 2015, 24th October, 2015 and 13th February, 2016.

The necessary quorum was present for all the meetings.

## II. NOMINATION AND REMUNERATION COMMITTEE

- A. The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- B. The terms of reference of the Nomination and Remuneration Committee are broadly as per Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 178 of Companies Act, 2013.
- C. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

Name of director	Category	No. of meetings during the Financial Year 2015-16	
		Held	Attended
Mr. Sandeep Singh	Chairman	1	1
Mr. Vikas Gupta	Member	1	1
Mr. Sachiv Surinder Sahni	Member	1	0

- D. During the year, One Nomination and Remuneration Committee meeting was held. The dates on which the said meeting was held is as follows:  
01st August, 2015.  
The necessary quorum was present for the meeting.
- E. Nomination and Remuneration Committee has set criteria for evaluation of performance of Independent Director which broadly covers their participation in board meeting/other committee meeting, knowledge & skill, adherence to the applicable code of conduct for independent directors and maintenance of confidentiality etc.

## III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- A. The Company had a Stakeholders' Relationship Committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend /notices / annual reports, etc.

- B. The constitution of the Committee is in line with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- C. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of director	Category	No. of meetings during the Financial Year 2015-16	
		Held	Attended
Mr. Amarjot Singh	Chairman	4	4
Mr. Sachiv Surinder Sahni	Member	4	3
Mr. Jaspal Singh	Member	4	4

During the year, Mr. Mayank Lashkari, Company Secretary of the Company has acted as the secretary of the Committee.

- D. During the year, Four Stakeholders' Relationship Meetings were held. The dates on which the said meetings were held are as follows:  
15th May, 2015, 01st August, 2015, 24th October, 2015 and 13th February, 2016.  
The necessary quorum was present for all the meetings.
- E. Details of investor complaints received and redressed during the year 2015-16 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL	NIL

## 4. NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:

Mr. Mayank Lashkari  
Company Secretary & Compliance Officer  
C.J.Gelatine Products Limited  
21 New Industrial Area, Mandideep  
Dist. Raisen (M.P.) 462046  
Email- cjsecretarial@gmail.com  
Contact No. 07480-423302,  
Fax : 07480-233612

## 5. GENERAL BODY MEETINGS

### i. General meeting

#### a) Annual General Meeting:

AGM	Financial Year	Date	Time	Venue
33rd	2012-13	September 21, 2013	10:00 A.M	Hotel Vinayaka, Shop No. 29-30, Shivaji Nagar, Lower Parel (E) Mumbai - 13
34th	2013-14	September 13, 2014	10:30 A.M	Tokersi Jivraj Wadi, Acharya Donde Marg, Sewree (W) Mumbai - 13
35th	2014-15	September 12, 2015	12.30 P.M.	Marathi Granth Sangrahalaya "Dhamle Sabhagruh, 3rd Floor, 172 - Naigaon Cross Road, Dadar (E) Besides Sharda Cinema, Mumbai - 14

#### b) Extraordinary General Meeting:

No extraordinary general meeting was held during the financial year 2015-16.

### ii. Special resolutions:

AGM	Financial Year	Special Resolution Passed
33rd	2012-13	NIL
34th	2013-14	NIL
35th	2014-15	Approval for borrowing Limits upto Rs. 25 Crores
		Creation of Charge/security upto Rs.25 Crores.
		Approval for amendments in the Article of Association
		Approval for remuneration to Executive Directors

iii. Details of special resolution passed through postal ballot, the person who conducted the postal ballot exercise and details of the voting pattern:

During the year under review, no special resolution has been passed through the exercise of postal ballot.

None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

## 6. DISCLOSURES

A. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2013-14, 2014-15 and 2015-16 respectively: NIL

B. Reconciliation of share capital audit:

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

C. Proceeds from Public Issue, Right Issues, Preferential Issues etc.

The Company has not issued or allot any kind of Public Issue, Right Issues, Preferential Issues.

D. Code of Conduct

The Company has adopted Code of Conduct for members of the Board and Senior Management personnel. The code has been circulated to all the members of the Board and Senior Management and the same has been put on the Company's website <http://www.cjgelatineproducts.com>. The Board Members and Senior Management have affirmed their compliance with the code and a declaration signed by the Chief Executive Officer of the Company is annexed to this report.

E. Disclosures

The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company on <http://www.cjgelatineproducts.com> & affirming that no personnel has been



denied access to the Audit Committee.

The policy on dealing Related Party Transactions has been posted on the website of the Company on <http://www.cjgelatineproducts.com>.

**F. Remuneration & Sitting Fees of Directors**

i. During the year, No pecuniary transaction was held between Company & its Non-Executive director

ii. Criteria for making payment to Non-Executive Directors has been posted on the website of the Company on <http://www.cjgelatineproducts.com>

**i. Executive Directors:**

The details of remuneration paid to the Executive Directors during the financial year 2015-16 are as under:

**MR. JASPAL SINGH-  
JOINT MANAGING DIRECTOR**

(Period from 1st April, 2015 to 31st March, 2016)

Salary & Allowance	Rs. 10,20,000/- for the year
Stock options	Growth-NIL

**MRS. JASNEET KAUR-  
EXECUTIVE WOMAN DIRECTOR**

(Period from 1st April, 2015 to 31st March, 2016)

Salary & Allowance	Rs. 3,00,000/- for the year
--------------------	-----------------------------

**ii. Non-Executive Directors**

The sitting fees paid to Independent Directors & Non-executive Directors was Rs. 2500/- per board meeting.

Company has a policy to reimburse expenses incurred by Non-Executive Directors for the purpose of Board Meeting, if claimed.

**7. COMPLIANCE CERTIFICATE FROM  
AUDITORS ON CORPORATE  
GOVERNANCE**

As required by Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Auditors Certificate on Corporate Governance is annexed to this Annual Report.

**8. CEO AND CFO CERTIFICATION**

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the CEO and CFO Certification is provided in this Annual Report.

**9. MEANS OF COMMUNICATION**

The quarterly, half-yearly and annual results duly approved by the Board of Directors are sent immediately after the Board Meeting to the Bombay Stock Exchanges where the Company's shares are listed. The same are published in English and Regional News Papers in terms of Listing Agreement or SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards in the format as prescribed by the Stock Exchange. The Company also posts its financial results on its website i.e. <http://www.cjgelatineproducts.com>.

**10. GENERAL SHAREHOLDER  
INFORMATION**

**i. Annual General Meeting:**

Date : 19th September, 2016

Day : Monday

Time : 12:30 P.M.

Venue : Sher-E- Punjab Gymkhana & Health Club Association

368/72 Club Premises, Sher-E- Punjab Society, Off. Mahakali Caves Road, Andheri (E), Mumbai - 93 (M.H.)

**ii. Financial Calendar :**

Year ending : March 31

AGM in : September

Dividend payment : Nil

**iii. Date of book closure / record date :**

As mentioned in the notice of the AGM to be

Book Closure:

from 12-09-2016 to 19-09-2016.

Record Date: 12-09-2016

**iv. Listing on stock exchanges**

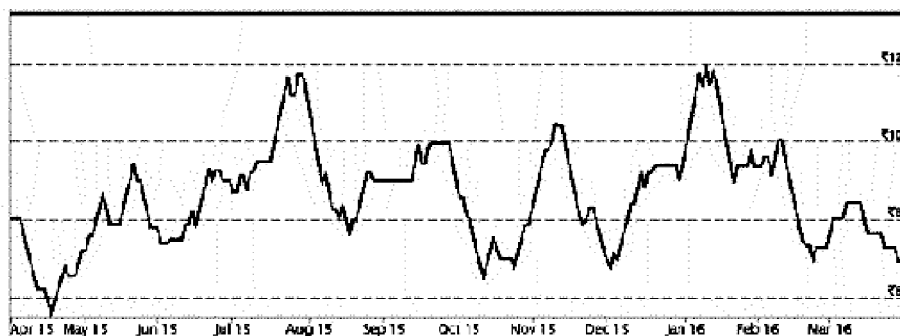
Name & address of the Stock Exchange	Stock Code / Scrip Code	ISIN Number for NSDL/ CDSL (Dematerialized shares)
BSE Limited 25th Floor, P.J. Towers, Dalal Street, Mumbai 400 001	507515	INE557D01015

Company has made payment of listing fees to the Stock Exchange on time.

**v. Corporate Identification Number (CIN) : L24295MH1980PLC023206****vi. Market Price Data**

High, low (based on monthly closing prices) and number of equity shares traded during each month in the year 2015-16 on BSE Ltd.:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turn-over (Rs.)	Deliverable Quantity	% Deli.Qty to Traded Qty	Spread High-Low	Spread Close-Open
Apr-15	7.63	7.63	5.34	7.23	27660	244	170507	27660	100	2.29	-0.4
May-15	7.5	9.45	7	7.79	25691	93	207806	25691	100	2.45	0.29
Jun-15	7.41	9.65	7.41	9	13529	28	115624	13529	100	2.24	1.59
Jul-15	8.7	12.33	8.27	10.95	24166	97	249905	24166	100	4.06	2.25
Aug-15	11.15	11.15	7.6	9	9198	75	83973	9198	100	3.55	-2.15
Sep-15	9	9.99	8.55	8.99	105874	84	1007014	105874	100	1.44	-0.01
Oct-15	8.55	8.55	6.3	8.16	41685	96	284892	41685	100	2.25	-0.39
Nov-15	8.56	10.6	7.22	7.22	37789	174	310842	37789	100	3.38	-1.34
Dec-15	7.15	9.38	6.8	9.36	93153	169	812668	90853	97.53	2.58	2.21
Jan-16	9.36	12.16	8.8	9.35	34790	164	374510	34790	100	3.36	-0.01
Feb-16	9.8	10.08	6.99	7.3	22086	41	180269	22086	100	3.09	-2.5
Mar-16	6.94	8.75	6.6	6.6	19839	24	154817	19839	100	2.15	-0.34
Apr-16	6.31	7.4	6.31	7.05	6304	12	46086	6304	100	1.09	0.74
May-16	7.4	7.45	7.1	7.45	4900	14	36310	4900	100	0.35	0.05
Jun-16	7.5	7.5	7.15	7.15	1250	2	9287	1250	100	0.35	-0.35

**vii. Performance in comparison to BSE-Sensex**

**viii. Registrar and Share Transfer Agent**

Adroit Corporate Services Pvt. Ltd.

19/20 Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol, Andheri (E), Mumbai - 400 059 (M.H.)

Tel.: +91-22- 4227 0400 / 2859 6060 / 2859 4060

Email: info@adroitcorporate.com Website: <http://www.adroitcorporate.com/>

**ix. Share Transfer system:**

84.30% of the equity shares are in the electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. As regards the transfer of shares held in physical form the transfer documents can be lodged with the company. If the documents are complete in all aspects, transfer of shares in physical form is normally processed within stipulated time period.

**x. Distribution of equity shareholding as on 31st March, 2016**

Nominal Value of Each Equity Share is Rs. 10/-

No. of equity shares held	No. of share holders	% of shareholders	No. of share held	% of total shares held	Amout (Rs.)
Upto - 100	3258	72.92	241546	5.02	2415460
101 to 500	921	20.61	260727	5.42	2607270
501 to 1000	147	3.29	123107	2.56	1231070
1001 to 2000	59	1.32	90633	1.88	906330
2001 to 3000	25	0.56	63892	1.33	638920
3001 to 4000	6	0.13	20517	0.42	205170
4001 to 5000	15	0.34	70619	1.47	706190
5001 to 10000	13	0.30	97207	2.02	972070
10001 and 20000	6	0.13	82764	1.72	827640
20001 and 50000	10	0.22	336539	6.99	3365390
50001 and above	8	0.18	3425749	71.17	34257490
Total	4468	100.00	4813300	100.00	48133000

**Categories of equity shareholders as on 31st March, 2016**

Category	No. of Equity Shares held	Percentage of holding
Indian Promoters	2761398	57.37
Foreign Promoters	0	00.00
Mutual Funds & UTI	0	00.00
Banks, FIs, Insurance Companies	300	00.01
Central/State Govt. Institutions/ Non-Govt. Institutions	0	00.00
Foreign Institutional Investors	0	00.00
Domestic Bodies Corporate	124959	02.60
Foreign Companies	0	00.00
Non Resident	55361	01.15
Clearing Members	2530	00.05
Hindu Undivided Family	0	00.00
Other Individual	1868752	38.82
Grand Total	4813300	100.00

**Status of Dividend**

Dividend for the year	Total Amount of Dividend (Rs. In lacs)	Amount of Unpaid Dividend as on 31.03.2016 (Amount in Rs.)	% of Dividend Unpaid	Due date of transfer to IEPF
2012-13	Nil	Nil	Nil	N.A.
2013-14	Nil	Nil	Nil	N.A.
2014-15	Nil	Nil	Nil	N.A.

**xi. Dematerialization of Shares and Liquidity**

The equity shares of your Company are available for dematerialization with both NSDL and CDSL under ISIN INE557D01015. As on 31st March 2016, 84.30% equity shares are in Demat form and remaining 15.70 % equity shares are in physical form.

Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is M/s Adroit Corporate Services Pvt. Ltd., Mumbai.

**xii. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments**

The Company has not issued/have any GDRs/ADRs/Warrants or any Convertible Instruments.

**xiii. Plant locations:**

C.J.Gelatine Products Limited,  
21 New Industrial Area, Mandideep,  
Dist. Raisen (M.P.) 462046  
Tel. 07480-423302, Fax: 07480-233612  
Email- cjsecretarial@gmail.com  
Website: [http://www.cjgelatineproducts.com/contact\\_us](http://www.cjgelatineproducts.com/contact_us)

**xiv. Address for Correspondence**

Shareholder's correspondence should be addressed to the Company's RTA at the Address mentioned below:

**Adroit Corporate Services Pvt. Ltd.**

19/20 Jaferbhoy Ind. Estate, 1st Floor,  
Makwana Road, Marol, Andheri (E),  
Mumbai - 400 059 (M.H.)  
Tel.: +91-22- 4227 0400 / 2859 6060 / 2859 4060  
Email: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)  
Website: <http://www.adroitcorporate.com/>

For any further assistance, the shareholder's may Contact:

**Registered Office:**

C.J.Gelatine Products Limited,  
Tokersi Jivraj Wadi, Acharya Donde Marg,  
Sewree (W) Mumbai - 13  
Tel. 022 - 24133193  
Email: [cjgelatinemum@gmail.com](mailto:cjgelatinemum@gmail.com)  
Website: [http://www.cjgelatineproducts.com/contact\\_us](http://www.cjgelatineproducts.com/contact_us)

**Factory Office:**

C.J.Gelatine Products Limited,  
21 New Industrial Area, Mandideep,  
Dist. Raisen (M.P.) 462046  
Tel. 07480-423302, Fax: 07480-233612  
Email- [cjsecretarial@gmail.com](mailto:cjsecretarial@gmail.com)  
Website: [http://www.cjgelatineproducts.com/contact\\_us](http://www.cjgelatineproducts.com/contact_us)

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

Email ID for redressal of Investor Grievances i.e. [cjsecretarial@gmail.com](mailto:cjsecretarial@gmail.com).

For and On Behalf of The Board of Directors of  
C.J.Gelatine Products Limited

**Jaspal Singh**

Joint Managing Director

DIN: 01406945

**Jasneet Kaur**

Executive Director

DIN: 06995139

Place: Bhopal

Date: 13/08/2016

**CEO and CFO Certification:**

The Board of Directors,  
C.J.Gelatine Products Limited  
Mumbai

Dear Members of the Board,

We Jaspal Singh, Joint Managing Director and Harman Singh, Chief Financial Officer of the Company to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statements of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's Report;
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made in light of the circumstances under which such statements were made not misleading with respect to the period covered by this report;
3. The financial statements and other financial information included in this report, present in all material respects a true and fair view of the company's affairs, the financial condition, results of operations and cash flows of the company as at, and for, the periods presented in this report, and are in compliance with the existing standards and/or applicable laws and regulations;
4. There are no transaction entered into by the company during the year that are fraudulent, illegal or violate the company's code of conduct and ethics;
5. We are responsible for establishing and maintaining disclosure controls and procedure and internal controls over financial reporting for the company and we have:
  - a. Designed such disclosure controls and procedure or caused such disclosure controls and procedure to be designed under our supervision to ensure that material information relating to the company is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal controls over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with Generally Accepted Accounting Principles (GAAP) in India;
  - c. Evaluated the effectiveness of the company's disclosure, controls and procedure;
  - d. Disclosed in this report, changes, if any, in the company's internal control over financial reporting that occurred during the company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the company's internal control over financial reporting, wherever applicable to the company's auditors and the audit committee of the company's Board (and person performing the equivalent functions);
  - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the company's ability to record, process, summarize and report financial data and have confirmed that there have been no material weakness in internal controls over financial reporting including any corrective actions with regards to deficiencies;
  - b. Any significant changes in internal controls during the year covered by this report;
  - c. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements;
  - d. Any instances of significant fraud of

which we are aware, that involve the Management or other employees who have a significant role in the company's internal control system.

7. We affirm that we have not denied any personnel access to the audit committee of the company ( in respect of matters involving alleged misconduct) and we provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices;
8. We further declare that all board members and senior management personnel have affirmed compliance with the code of conduct and ethics for the year covered by this report.

For and On Behalf of The Board of Directors of  
C.J.Gelatine Products Limited

<b>Jaspal Singh</b> Joint Managing Director DIN: 01406945	<b>Harman Singh</b> Chief Financial Officer
---	--

Place: Bhopal  
Date: 13/08/2016

### Auditors' Certificate on Corporate Governance

To  
The Members of C.J.Gelatine Products Limited,  
Mumbai

We have examined the compliance of conditions of Corporate Governance by C.J.Gelatine Products Limited for the year ended 31st March, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchange for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred to in Regulation 15 (2) of the Listing Regulations for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of Corporate Governance is the responsibilities of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the condition of Corporate Governance as stipulated in the above-mentioned listing agreement/listing regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

**For, R. Kini & Associates,**  
Chartered Accountants,

**R. Kini**  
Proprietor  
M. No. 021611  
FRN. 116134W

Place: Bhopal  
Date : 13/08/2016

**INDEPENDENT AUDITORS' REPORT**

To,  
The Members of  
C.J.Gelatine Products Limited,  
Mumbai.

1. We have audited the accompanying financial statements of M/s. C. J. Gelatine Products Limited, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements:**

The Company's Board Of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records: relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies ( Auditor's report) Order,2015 ( "the Order") issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account, as required by law have been kept by the Company, so far as it appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts)Rules,2014;
- e. On the basis of written representations received from the Directors as on March 31,2016 and taken on record by the Board Of Directors, none of the Directors is disqualified as on March 31,2016 from being appointed as a Director in terms of section 164(2) of the Act;
- f. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies ( Audit and Auditors) Rules,2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (a) The Company has disclosed the impact of pending/settled litigations on its financial position in its financial statements - Refer Note 22 to the financial statements.
  - (b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
  - (c) There has been no delay in transferring amounts if any, to the Investor Education and Protection Fund by the Company.

**For, R. Kini & Associates,**  
Chartered Accountants,  
Firm Regn. No.116134W

**R. Kini**  
Proprietor  
M. No. 021611

Place: Bhopal  
Date:14th May,2016

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our Report of even date)

- 1a. The Company is in the process of updating its fixed assets register to show full particulars including quantitative details and situation of fixed assets.
- b. The Company has not carried out physical verification of its fixed assets during the year, pending updation of fixed assets register. However, the Management has assured that the physical verification of fixed assets will be carried out once the fixed assets register is updated.
- c. During the year, the Company has not disposed off a substantial part of the fixed assets.
- 2a. The inventories have been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.
- b. In our opinion, the procedures of verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. In our opinion, the Company has maintained proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material and the same have been properly dealt with in the books of account.
- 3a. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms, or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company.
- b. The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest in respect of secured Business Loan of Rs.485.00 Lakhs from Reliance Capital Limited and unsecured business loans of Rs.18.33 Lakhs and Rs.12.50 Lakhs taken respectively from Bajaj Finance Limited and Tata Capital Financial Services Limited during the current financial year.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of the audit, we have not observed any major weakness or continuing failure to correct any major weakness in internal controls system of the Company in respect of these areas.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with provisions of sections 73 to 76 of the Act and rules framed there under.
6. We have been informed that the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act for any products of the Company.
- 7.a. According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Wealth Tax etc. with appropriate authorities. However, as explained to us, the Company is yet to pay arrears of Income Tax of Rs.640,465/- (excluding interest accrued on above) (Previous Year- Rs.640,465/-) for Asst. Year 2010-11 and Export Tax of Rs.341,330/- (Previous Year- Rs.341,330/-)
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Service Tax, Sales Tax, Wealth Tax and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

- c. According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
8. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the current and immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any financial institution or debentures holders during the year.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.
11. As verified from the records and according to the information and explanations given to us, the Company has raised Mortgage Loan of Rs.485.00 Lakhs from Reliance Capital Limited, against the Company's Immovable Properties and unsecured business loans of Rs.18.33 Lakhs and Rs.12.50 Lakhs from Bajaj Financial Services Limited and Tata Capital Financial Services Limited respectively and has been regular in payment of both principal and interest, as per the terms agreed upon.
12. According to the information and explanations given to us and based on our examination of the records, the Company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
13. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
14. According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
15. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
16. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
17. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.
18. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

**For, R. Kini & Associates,**  
Chartered Accountants,  
Firm Regn. No.116134W

**R. Kini, Proprietor**  
M. No. 021611

Place: Bhopal  
Date: 14th May, 2016

**M/s.C.J.GELATINE PRODUCTS LIMITED**  
**BALANCE SHEET AS AT 31.03.2016**

(ALL AMOUNT IN INDIAN RUPEES)

PARTICULARS	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>i. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	1	48,133,000	48,133,000
(b) Reserves and Surplus	2	73,007,215	77,380,359
		<u>121,140,215</u>	<u>125,513,359</u>
<b>(2) Non-Current liabilities</b>			
(a) Long-term borrowings	3	47,152,396	18,210,441
		<u>47,152,396</u>	<u>18,210,441</u>
<b>(3) Current liabilities</b>			
(c) Other current liabilities	4	109,219,169	93,253,222
(d) Short-term provisions	5	1,388,550	952,600
		<u>110,607,719</u>	<u>94,205,822</u>
		<u>278,900,330</u>	<u>237,929,622</u>
<b>ii. ASSETS :</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11	94,821,171	95,419,591
		<u>94,821,171</u>	<u>95,419,591</u>
<b>(2) Current assets</b>			
(a) Inventories	6	133,883,849	113,715,748
(b) Trade receivables	7	20,428,737	14,386,262
(c) Cash and cash equivalents	8	15,886,784	269,709
(d) Short-term loans and advances	9	13,879,786	14,138,311
		<u>184,079,156</u>	<u>142,510,030</u>
		<u>278,900,327</u>	<u>237,929,622</u>
<b>TOTAL</b>			

Summary of Significant accounting Policies 22

The accompanying notes are an integral part of the financial statements.

As per our Audit Report of even date attached  
for **R.Kini & Associates**  
Chartered Accountants

For &amp; on behalf of Board of Directors

**R.Kini**  
Proprieter  
M. No. 021611  
F. R. No. 116134W

**Jaspal Singh**  
Joint Managing Director

**Jasneet Kaur**  
Director

**Harman Singh**  
Chief Financial Officer

**Mayank Lashkari**  
Company Secretary

Place: Bhopal  
Date: 14th May, 2016

**(ALL AMOUNT IN INDIAN RUPEES)****NOTES FORMING PART OF THE BALANCE SHEET FOR THE PERIOD ENDED 31.03.2016**

PARTICULARS	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE 1: Share Capital</b>		
1. Authorised Share Capital		
(a) 7000000 Equity Shares of Rs. 10/- each (70000000)	70,000,000	70,000,000
	<b>70,000,000</b>	<b>70,000,000</b>
2. Issued, Subscribed & Paid-up Shares		
(a) Equity Share Capital		
(i) 4813300 Equity Shares of Rs. 10/- each fully paid-up (4813300 P.Y.)	48,133,000	48,133,000
	<b>48,133,000</b>	<b>48,133,000</b>
3. Reconciliation Statement of Share Capital (in Nos. of Shares)		
(a) Equity Share Capital		
Balance of shares at the beginning of the reporting period	48,133,000	48,133,000
<b>Balance of shares at the end of the reporting period</b>	<b>48,133,000</b>	<b>48,133,000</b>
4. Details of shares held by Holding Company, Ultimate Holding Company, including shares held by or by subsidiaries or association of the holding company or the ultimate holding company in aggregate:		
(a) Holding Company		
(1) C. Jalaram Pvt. Ltd.	14,72,750	14,72,750
	<b>14,72,750</b>	<b>14,72,750</b>
5. Details of shares in the company % of more than 5 percent shares specifying 1 share	No. of shares	No. of shares
(a) C. Jalaram Pvt. Ltd.	14,72,750	14,72,750
(b) Jaspal Singh	1,115,798	1,115,798
	<b>2,588,548</b>	<b>2,588,548</b>
6. Details of Forfeited shares	11,100	11,100
	<b>11,100</b>	<b>11,100</b>
<b>NOTE 2: RESERVES AND SURPLUS</b>		
1. Share Forfeited Account	58,250	58,250
2. Revaluation Reserve		
Revaluation of Fixed Assets	156,151,433	156,151,433
Less: Depreciation on the amt on Revaluation	85,908,533	80,257,093
	<b>70,242,900</b>	<b>75,894,340</b>
3. General Reserve	94,389	94,389
4. Investment Allowance Reserve	1,045,825	1,045,825

5. Surplus/Profit & Loss Account		
(a) Balances of shares at the beginning of the reporting period	287,555	-346,097
Add: Addition during the year		
(b) (i) Balances of Profit and Loss Account	1,278,296	633,652
(c) Balances of Profits at the end of the reporting period	1,565,851	287,555
	<u>73,007,215</u>	<u>77,380,359</u>
<b>Total Reserves &amp; Surplus</b>	<b>73,007,215</b>	<b>77,380,359</b>

**NOTE 3: LONG TERM BORROWINGS**

1. Secured Borrowings		
(a) Term Loans/OverDraft Credit		
From Banks and NBFCs		
Secured by way of Mortgage/ Charges on the immovable properties situated at Mandideep, Bhopal, M.P. and on Fixed Assets Situated at Mandideep, Bhopal, MP		
(ii) Working Capital OD with IDBI Bank Ltd, Mandideep, Bhopal	10,216,900	16,152,779
Less: Short Term Maturities:		
Interest Accrued and Due	81,828	
	<u>10,135,072</u>	
(iii) Mortgage Loan from Reliance Capital Ltd	47,046,683	
Less: Short Term Maturities:		
Current Maturities	11,559,720	
(OD for Rs.310.00 Lakhs- repayable in 82 Instalments of Rs.615724/- and 83 rd i.e last instalment of Rs.564071/-, commencing from Dec,2015 to Oct,2022 and	35,486,963	
OD for Rs.175.00 Lakhs- repayable in 82 Instalments of Rs.347586/- and 83 rd i.e last instalment of Rs.329071/-, commencing from Nov,2015 to Sep,2022)	45,622,035	16,152,779
	<u>45,622,035</u>	<u>16,152,779</u>
2. Unsecured Borrowings		
(a) Term Loan		
(i) From Other Parties		
Bajaj Finance Limited	1,755,469	2,057,662
Business Loan of Rs.18,33,000/- repayable in 36 equal monthly instalments of Rs.66728/-commencing from Feb,2016 to Jan,2019.		
Less: Short Term Maturities	800,736	
	<u>954,733</u>	
(ii) Tata Capital Financial Services Ltd	1,121,688	
Business Loan of Rs.12,50,000/- repayable in 36 equal monthly instalments of Rs.45505/-commencing from Nov,2015 to Oct,2018.		
Less: Short Term Maturities	546,060	
	<u>575,628</u>	

(b) Deferred payment Liabilities/Deposits/Loans & Advances from Related parties/ Loan term maturities of finance lease obligations/ other loans and advances (specify nature)		
Sachiv Sahni	0	0
S P Sahni Trust	0	0
	<b>1,530,361</b>	<b>2,057,662</b>
<b>Total Long Term Borrowings</b>	<b>47,152,396</b>	<b>18,210,441</b>

**NOTE 4: OTHER CURRENT LIABILITIES**

1. Short Term Maturities	12,906,516	—
2. Trade Payable*	88,172,643	80,574,140
3. Other Liabilities	8,058,182	12,679,082
4. Interest Accrued and Due	81,828	—
# includes security deposits, Advance received from Customer	<b>109,219,169</b>	<b>93,253,222</b>

\* There is no information available with the Company regarding o/s amounts payable to Micro, Small & Medium Enterprises.

**NOTE 5: SHORT TERM PROVISIONS**

1. Provision for Employee Benefit	—	—
2. Others	1,388,550	952,600
	<b>1,388,550</b>	<b>952,600</b>

**NOTE 6: INVENTORIES**

1. Raw material	4,995,450	1,302,908
2. Work in Progress	110,229,290	71,761,464
3. Finished Goods	15,293,139	35,805,025
4. Store and Spares	2,908,178	4,522,019
5. Loose tools	25,880	25,880
6. Coal	—	—
7. Diesel	—	—
8. Packing Material	431,912	298,452
9. Lab Material	—	—
	<b>133,883,849</b>	<b>113,715,748</b>

**NOTE 7 : TRADE RECEIVABLES**

1 Debts Outstanding for a period exceeding 6 Months		
a) Trade Receivables		
i) Unsecured - Considerd Good	591,286	1,190,524
Debts Outstanding for a period Less than 6 Months		
(a) Trade Receivables		
i) Unsecured - Considered Good	19,837,451	13,195,738
	<b>20,428,737</b>	<b>14,386,262</b>

**NOTE 8: CASH AND CASH EQUIVALENTS**

1. Balances with Banks:-		
(a) In Current Account	735,620	227,539
(b) Earmarked balances with banks	—	—
(c) Balances with bank held at margin money or security against borrowings guarantees and other commitments	—	—
(d) Repatriation restrictions	—	—
(e) Bank deposits with more than 12 months maturity	15,001,000	1,000
2. Chaque ,Drafts on hand	—	—
3. Cash on hand	150,164	41,170
	<b>15,886,784</b>	<b>269,709</b>

**NOTE 9: SHORT TERM LOANS AND ADVANCES**

1. (a) Amounts due from private companies in which any director is a director or member		
(i) Secured-Considered Goods	—	—
	—	—
2. Other Loans and Advances	—	—
(a) Secured	—	—
(i) Considered Good	5,706,516	4,598,729
(b) Unsecured	—	—
(i) Considered Good	8,173,271	9,539,582
(ii) Considered Doubtful	—	—
	<b>13,879,787</b>	<b>14,138,311</b>

# Includes Other Advances, Advances to Suppliers, Other Current Assets and Income Tax (Net of Provision)

**NOTE 10: CONTINGENT LIABILITIES AND COMMITMENTS**

1. Contingent liabilities		
(a) Guarantee Given to Sales Tax Authorities for permanent Registration	10,000	10,000
(b) General Bond Executed in favour of Collection of Central Excise	200,000	200,000
(c) Bond Executed in favour of Collector of Central Excise	—	—
(i) B-2 Bond of Rs. 50000/-	50,000	50,000
(ii) B-11 Bond of Rs. 600000/-	600,000	600,000
(d) Central Excise (CNVT Credit of Service Tax)	—	578,000
(e) Central Excise (Excise Duty Demand)	—	533,000
(f) Bank Guarantee Given to Collection of Central Excise	125,000	125,000
(g) Bank Guarantee (PBG) Given to MP Pollution Control Board	1,000,000	500,000
	<b>1,985,000</b>	<b>2,596,000</b>



**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31.03.2016**  
**NOTE 11 : FIXED ASSETS**

(ALL AMOUNT IN INDIAN RUPEES)

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK					
	Rates	As At 01.04.2015	Additions	Deductions	As At 31.03.2016	As At 01.04.2015	Deductions	For The Year	Transfer To Rev. Reserve	Net Dep. Charged To P & L	As At 31.03.2016	IMP AIR Ment Losses	As At 31.03.2016	As At 31.03.2015
<b>A.Tangible Assets</b>														
Land		28150823	0	0	28150823	0	0	0	0	0	0	0	28150823	28150823
Building	3.34%	85186678	713801	0	85900479	50175557	0	1990733	1753645	237088	52166290	0	33734189	35011121
Plant and Equipment	6.67%	136381622	7250957	0	143632579	107827091	0	6460672	3838747	2621925	114287763	0	29344816	28554531
Furniture and fixtures	10.00%	733943	39408	0	773351	622685	0	17564	0	17564	640249	0	133100	111258
Computers	33.30%	1053166	0	0	1053166	1018293	0	0	0	0	1018293	0	34873	34873
Vehicles	12.50%	916277	0	0	916277	916277	0	0	0	0	916277	0	0	0
Office Equipments	20.00%	907246	16308	0	923554	846016	0	4503	0	4503	850519	0	73035	61230
Staff Quarters	1.67%	4021200	0	0	4021200	927327	0	66971	59048	7923	994298	0	3026902	3093873
Lab Equipments	10.00%	972062	0	0	972062	744143	0	25008	0	25008	769151	0	202911	227919
Building cont. Machinery	6.67%	36952	0	0	36952	36638	0	0	0	0	36638	0	314	314
Typewriter	20.00%	9464	0	0	9464	8914	0	0	0	0	8914	0	550	550
Airconditioner	6.67%	194573	0	0	194573	151454	0	8541	0	8541	159995	0	34578	43119
Equipment (Guest House)	6.67%	214300	0	0	214300	84318	0	44902	0	44902	129220	0	85080	129982
<b>Total</b>	—	<b>258778306</b>	<b>8020474</b>	<b>0</b>	<b>266798780</b>	<b>163358713</b>	<b>0</b>	<b>8618894</b>	<b>5651440</b>	<b>2967454</b>	<b>171977607</b>	<b>0</b>	<b>94821171</b>	<b>95419593</b>
Previous year		258756628	79854	58176	258778306	153643225	0	9715488	6308387	3407101	163358713	0	95419593	105113402

- Note: 1. Net Block of Fixed Assets includes Rs.702,42,900/- (Previous year -Rs.758,94,340/-) on account of Revaluation of Fixed Assets carried out since 2002. Consequent to the said revaluation, there is a charge of depreciation of Rs.56,51,440/- (Previous year-Rs.63,08,387/-). This has no impact on profit or loss for the year.
2. Depreciation on Fixed Assets for the current year has been provided as specified in Schedule II of the Companies Act,2013 and the same has been explained under Sl.no.4 of Note no.22 i.e Notes on Significant Accounting Policies.

**M/s.C.J.GELATINE PRODUCTS LIMITED**

(ALL AMOUNT IN INDIAN RUPEES)

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2016**

PARTICULARS	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
i. Revenue from operations	12	225,522,850	177,593,654
ii. Other income	13	702,784	1,489,502
iii. Total Revenue (i+ii)		<b>226,225,634</b>	<b>179,083,156</b>
iv.			
(a) Cost of material consumed	14	148,206,598	119,393,872
(b) Change in inventory of finished goods, work-in-progress and stock-in-trade	15	(17,955,939)	(21,708,049)
(c) Employee benefit expense	16	36,366,088	31,433,742
(d) Finance Costs	17	13,137,423	8,558,153
(e) Depreciation and amortization expense	18	2,967,453	3,407,101
(f) Other expenses	19	41,910,988	35,750,441
<b>Total expenses</b>		<b>224,632,611</b>	<b>176,835,260</b>
v. Profit before exceptional and extraordinary items and tax (iii-iv)		1,593,023	2,247,896
vi. Exceptional and extraordinary items	20	257,273	(1,465,074)
vii. Profit before tax(v-vi)		1,850,296	782,822
viii. Tax expense:			
(a) Current Tax	21	572,000	149,170
(b) Provision for Deffered Tax Liability/(Assets)		0	0
ix. Profit(Loss) for the period from continuing operations(xi-x)		1,278,296	633,652
x. Profit(Loss) from discontinuing operations		—	—
xi. Tax expense of discontinuing operators		—	—
xii. Profit(Loss) from discontinuing operations (after tax) (xii-xiii)		—	—
xiii. Profit(Loss) for the period (xi+xiv)		1,278,296	633,652
xiv. Earning per equity share:			
(1) Basic		—	—
(2) Diluted		—	—
Summary of Significant accounting Policies	22		
The accompanying notes are an integral part of the financial statements.			

As per our Audit Report of even date attached for **R.Kini & Associates**  
Chartered Accountants

For & on behalf of Board of Directors

**R.Kini**  
Proprieter  
M. No. 021611  
F. R. No. 116134W

**Jaspal Singh**  
Joint Managing Director

**Jasneet Kaur**  
Director

**Harman Singh**  
Chief Financial Officer

**Mayank Lashkari**  
Company Secretary

Place: Bhopal  
Date: 14th May, 2016

(ALL AMOUNT IN INDIAN RUPEES)

## NOTES FORMING PART OF THE PROFIT &amp; LOSS ACCOUNT FOR THE PERIOD ENDED 31.03.2016

PARTICULARS	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE 12 : REVENUE FROM OPERATIONS</b>		
(a) Revenue from-Sale of Product	250,797,718	198,001,073
(c) Less: sales returns	3,127,000	3,501,500
	<b>247,670,718</b>	<b>194,499,573</b>
(b) Less: Excise duty	22,147,868	16,905,919
Total	<b>225,522,850</b>	<b>177,593,654</b>
Particulars of Sale of Products		
i. Sale of Gelatine	197,265,618	150,426,173
ii. Sale of Di-Calcium Phosphate	50,405,100	44,073,400
iii. Sale of Ossein	—	—
	<b>247,670,718</b>	<b>194,499,573</b>
<b>NOTE 13 : OTHER INCOME</b>		
1. Other income		
(a) Interest Income on Security Deposit/ Fixed Deposit	209,907	244,439
(b) Divident Income	—	—
(c) Miscellaneous Receipts	492,877	1,245,063
(d) Other non-operating Income (net of expenses directly attributable to such income)	—	—
(e) Loss/Profit on sale of fixed assets	—	—
	<b>702,784</b>	<b>1,489,502</b>
<b>NOTE 14 : COST OF MATERIAL CONSUMED</b>		
1. Raw Material		
(a) Balances of Raw Material at the begining of the reporting period	1,302,908	3,122,983
(b) Add:- Addition during the year	151,899,140	117,573,797
(c) Less:- Balances of shares at the end of the reporting period	4,995,450	1,302,908
(d) Cost of Raw material Consumed	148,206,598	119,393,872
Total	<b>148,206,598</b>	<b>119,393,872</b>
<b>NOTE 15 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE</b>		
1. Changes in inventories of finished goods	20,511,887	5,164,656
2. Changes in inventories of work-in-progress	(38,467,826)	(26,872,705)
	<b>(17,955,939)</b>	<b>(21,708,049)</b>
<b>NOTE 16 : EMPLOYEE BENEFITS EXPENSE</b>		
1. Salaries and Wages	23,931,746	21,037,141
2. Contribution to Provident and Other fund	3,250,349	3,014,913
3. Staff welfare expenses	3,502,016	2,843,919
4. Labour Welfare expenses	5,681,977	4,537,769
	<b>36,366,088</b>	<b>31,433,742</b>

**NOTE 17 : FINANCE COST**

1. Interest Expense	13,137,423	8,558,153
	<b>13,137,423</b>	<b>8,558,153</b>

**NOTE 18 : DEPRECIATION AND AMORTISATION EXPENSE**

Depreciation and Amortisation	8,618,893	9,715,488
Less: Transfer to Revaluation Reserve	5,651,440	6,308,387
<b>Total</b>	<b>2,967,453</b>	<b>3,407,101</b>

**NOTE 19 : OTHER EXPENSES**

Manufacturing Expenses		
Consumption of Stores & Spare Parts	6,913,902	8,132,995
Power & Fuel	22,988,975	18,615,768
Repair to buildings	547,433	493,863
Repair to machinery	556,909	504,893
Calibration Charges	14,592	14,045
	<b>31,021,811</b>	<b>27,761,564</b>

**SELLING & DISTRIBUTION EXPENSES**

Sales Promotion	10,148	20,088
Sales Discount	0	38,772
Commission on sales & Purchases	976,854	465,025
Advertisement & Publicity	113,106	117,973
Freight	359,625	0
Transport Charges	0	0
Service tax on Freight Outwards	11,454	0
Bad Debts written Off	0	0
Sludge Disposal Charges	188,427	
	<b>1,471,187</b>	<b>641,858</b>

Establishment Expenses		
Payment to the Auditors:		
(a) Audit Fee	50,000	50,000
(b) For Taxation matters	15,000	15,000
Directors' Sitting Fee	72,500	47,500
Lease Rent	800	800
Donation & Contribution	6,100	0
Insurance	125,919	151,489
Hiring Charges	531,826	569,049
Property Tax	645,579	91,103
Development Charges	696,960	479,160
Rates & Taxes, licence fee excluding taxes on income	503,627	414,365
Prof. Tax- Company	2500	2,500
Prof. Tax-Directors	15000	10,000
AGM Expenses	22,004	23,000

Bank Charges	40,914	190,215
Processing Fee for Secured Loans	776,601	0
Postage & Telephone Expense	266,508	198,741
Deepawali Expenses	105,060	88,204
Security Expense	1,359,902	1,214,802
Water Royalty Charges to MPAKVN	121,000	120,000
Repairs and maintenance - Others *	81,140	81,953
Travelling and conveyance *	1,059,631	487,230
Printing and stationery*	247,610	196,663
Vehicle Repairs & Maintenance	151,464	190,831
Legal and professional *	1,284,807	250,781
Site Development Expense	135,191	116,045
Guest House Expense	63,068	153,128
Refreshment to others	3,702	2,750
ETP/Environment Devp.Expense	407,374	778,359
Sundry Expenses	626,203	225,175
Misc.Receipt	0	1,198,176
	<b>9,417,990</b>	<b>7,347,019</b>
Total Other Expenses	<b>41,910,988</b>	<b>35,750,441</b>

**NOTE 20 : DETAILS OF EXCEPTIONAL /EXTRA-ORDINARY ITEMS:****A. INCOME:**

i. Refund of Entry Tax for the year 2011-12 received from the Commercial Department	257,273	0
ii. Excess Provisions of earlier years written back	0	0

**B. EXPENSE:**

i. Central Excise Duty arrears for 2007-08 paid alongwith Penalty and penal interest as per the Order issued by the Customs,Excise and Service Tax Appellate Tribunal,New Delhi	0	1,341,216
ii. Wealth Tax for 2008-09	0	3,500
iii. Salary arrears of previous year	0	120,358

**Net Income (A-B)**

<b>257,273</b>	<b>(1,465,074)</b>
----------------	--------------------

**NOTE 21 : CURRENT TAX**

Provision for Taxation / Minimum Alternate Tax (MAT) on the Book Profits	572,000	149,170
	<b>572,000</b>	<b>149,170</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2016  
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT WITH STOCK EXCHANGE**

	AS AT 31.03.2016 RUPEES	AS AT 31.03.2015 RUPEES
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT / (LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS	1,593,023	2,247,896
ADJUSTMENTS FOR:		
Exceptional / Extra-Ordinary Items	257,273	(1,465,074)
Depreciation	2,967,453	3,407,101
Interest Paid	13,137,423	8,558,153
Provision for Taxation	(572,000)	(149,170)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>17383172</b>	<b>12598906</b>
ADJUSTMENTS FOR:		
Sundry Debtors	(6,042,475)	(6,309,986)
Other Current Assets	0	0
Loans and Advances	258,524	-4225222
Inventories	-20,168,101	-20176741
Other Current Liabilities	8,803,394	5348303
Trade Payable	7,598,503	19681766
<b>CASH GENERATED FROM OPERATIONS</b>	<b>7833017</b>	<b>6917026</b>
Direct Taxes Paid / Refund	0	0
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS</b>	<b>7833017</b>	<b>6917026</b>
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>7833017</b>	<b>6917026</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	-8020474	-79854
Sale of Fixed Assets	0	58176
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-8020474</b>	<b>-21678</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES:</b>		
Proceeds from Long Term Borrowings	28,941,955	1780542
Repayment of Borrowings	0	0
Interest Paid	-13137423	-8558153
<b>NET CASH USED IN FINANCIAL ACTIVITIES</b>	<b>15804532</b>	<b>-6777611</b>
<b>(A + B + C)</b>	<b>15617075</b>	<b>117737</b>
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		
Cash and Bank Equivalents as at 01.04.2015	269709	151972
Cash and Bank Equivalents as at 31.03.2016	15886784	269709
	<b>15617075</b>	<b>117737</b>

As per our Audit Report of even date attached  
for **R.Kini & Associates**  
Chartered Accountants

For & on behalf of Board of Directors

**R.Kini**  
Proprieter  
M. No. 021611  
F. R. No. 116134W

**Jaspal Singh**  
Joint Managing Director

**Jasneet Kaur**  
Director

**Harman Singh**  
Chief Financial Officer

**Mayank Lashkari**  
Company Secretary

Place: Bhopal  
Date: 14th May, 2016

**NOTE -22 - NOTES ON ACCOUNTS:****A. Significant Accounting Policies and Practices:****1. Accounting Convention and Concepts:**

- a. The Financial Statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.
- b. The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

**2. Use of Estimates:**

The preparation of financial statements are in conformity with generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the year. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**3. Tangible Fixed Assets and capital work in progress:**

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase

price and any attributable cost of bringing the asset to its working condition for its intended use. Capital work in progress comprises cost of tangible fixed assets not ready for intended use at the balance sheet date.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**4. Depreciation on tangible fixed assets:**

Depreciation on fixed assets is provided using straight line method based on rates specified in Schedule II of the Companies Act, 2013.

Till the year ended March 31, 2014, Schedule XIV of the Companies Act, 1956, prescribed requirements concerning depreciation on fixed assets. From the financial year 2014-15, Schedule XIV has been replaced by Schedule II of the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets.

**a. Useful Lives / Depreciation Rates:**

Till the year ended March 31, 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the company was not allowed to charge depreciation at lower rates even if such lower rates were justified

by the estimated useful life of the asset. Schedule II to the Companies Act 2013, prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher / lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

The management believes that the useful lives / depreciation rates specified under Schedule II of the Companies Act, 2013 would fairly reflect the estimate of the useful lives of the existing fixed assets and hence would comply with the provisions of Schedule II commencing from April 1, 2014.

**b. Depreciation on assets costing less than Rs.5000/- :**

Till the year ended March 31, 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the company was charging 100% depreciation on assets costing less than Rs.5000/- in the year of purchase. However, Schedule II to the Companies Act, 2013, applicable from the financial year 2014-15, does not recognize such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the company has changed the accounting policy for depreciation of assets costing less than Rs.5000/- . The management has decided to apply the revised accounting policy prospectively from the accounting period commencing from April 1, 2014. The change in the accounting for depreciation of assets costing less than Rs.5000/- did not have any material impact on the financial statements of the company for the financial year 2015-16.

**5. Inventories:**

Finished products are valued at lower of cost or net realizable value, stock in

process, raw material, stores and spares at cost and these are in conformity with Accounting Standards.

**6. Sales / Revenue:**

Sale of goods is recognized at the point of dispatch to customers. The Excise Duty collected on sales is added in Sales.

**7. Excise Duty:**

Excise Duty on manufactured goods is accounted for at the time of their clearance from the factory. The above policy however, has no impact on the operating results of the Company.

**8. Retirement Benefits:**

Company's contribution to Provident Fund are charged to Statement of Profit & Loss. Gratuity and Leave encashment benefits at the time of retirement are charged to Profit & Loss Account on the basis of actual payment.

**9. Contingent Liabilities:**

Contingent liabilities are determined on the basis of available information and are disclosed by way of other notes given herein below.

**B. Other Notes:**

1. For details related to Contingent liabilities refer Note no.10.
2. No provision for gratuity and leave encashment towards present liability for future payment under the Payment of Gratuity Act, 1972 and terms of employment has been made as the amount is not ascertained.
3. a. The Excise Duty payable on finished goods not cleared from Factory as on the date of Balance Sheet is estimated at Rs.19.12 Lakhs (Previous Year - Rs.44.30 Lakhs) on prevailing rates. The non-provision of this duty will not affect the profitability or otherwise of the year, being revenue neutral.



b. As per amended provisions, (1) Dues of excise duty on clearance of finished goods wherever applicable is payable in monthly installments w. e. from 01.02.2004 and (2) Statutory records under Excise Rules are dispensed with effect from 01.07.2000. The Company has acted on these amendments.

4. The Income Tax assessments of the Company have been made upto assessment year 2009-10 relevant to the previous year ended on 31.03.2009. Assessments relating to assessment year 2010-11 and subsequent years are yet to be completed.

5. During the year under audit, the Company has received a refund of Rs.2,57,273/- comprising of Entry Tax for the year 2011-12 and the above sum has been included under " Exceptional and Extra-ordinary items " in Note no.20.

#### 6. Auditors Remuneration:

	<b>2015-16</b>	<b>2014-15</b>
	<b>Rs.</b>	<b>Rs.</b>
Audit fee	50,000	50,000
Tax Audit fee	15,000	15,000
	<b><u>65,000</u></b>	<b><u>65,000</u></b>

7. As informed to us by the Management, the yield of finished products is slightly lower due to inferior quality of raw materials consumed for the production purpose and also due to relatively old machinery being used in production.

8. Related Parties Disclosure in terms of Accounting Standard 18 issued by the Institute Of Chartered Accountants of India

#### a. List of Related Parties:

##### i. Key Management Personnel :

1. Mr. Sachiv Sahni	Chairman & Managing Director
2. Mr. Jaspal Singh	Joint Managing Director
3. Mrs. Jasneet Kaur	Director

##### ii. Subsidiaries Nil

iii. Associated Companies / Joint Ventures/ Sister Concerns C. Jairam Private Limited

#### b. Details of transactions to person referred to in item (i) above

	<b>Unit of Measurement</b>	<b>Value of Transaction</b>
Amounts due at the end of the year	Rs.In Lakhs	0.00 (0.00)
Director's Remuneration to Mr. Jaspal Singh		10.20 (8.40)
Directors' Remuneration to Mrs. Jasneet Kaur		3.03 (NIL)
Director's Sitting Fee to Mr. Sachiv Sahni		0.10 (0.05)
Director's Sitting fee to Mr. Jaspal Singh		0.12 (0.12)
Director's Sitting fee to Mrs. Jasneet Kaur		0.12 (NIL)
c. Transactions with Subsidiary/ Associate Company	Rs. In Lakhs	0.00 (0.00)
Outstanding Balance included in Unsecured Loans		

**9. Disclosure in terms of Accounting Standard 20 regarding Earning Per Share issued by the Institute Of Chartered Accountants Of India**

<b>Earnings Per Share</b>	<b>Year ended 31.03.2016 (Rs.)</b>	<b>Year ended 31.03.2015 (Rs.)</b>
Profit / (Loss) after Tax	1278296	633652
Weighted average No. of Equity shares	4813300	4813300
Earnings per Share (Weighted average)	0.26	0.13

Diluted Earnings per share cannot be calculated as there are no potential Equity Shares and no Right and Bonus issues have been made during the year.

**10. Deferred Tax Assets and Liabilities:**

Income Tax comprises the current tax provision and the net change in the deferred tax asset or liability in the year. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases and operating loss carry forwards. Deferred tax

assets are recognized subject to management's judgment that realization is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the income statement in the period of enactment of the change. Provision relating to deferred tax liability / asset is not made.

11. Earnings in Foreign Exchange: Nil (Previous Year - Nil)
12. Sundry Debtors and Sundry Creditors are subject to balance confirmation.
13. In view of insufficient information from suppliers regarding their status as Micro, Small and Medium Scale Unit as per the Micro, Small and Medium Enterprises Development Act, 2006, the amount overdue, if any, to them cannot be ascertained.
14. Previous Year's figures have been rearranged and / or regrouped wherever necessary.

**ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956**

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details :**

Registration No	23206		
Balance Sheet	Date 31st March 2016	Year-2016	State Code 11

**II. Capital Raisede During the Year (Amount Rs.in Thousands)**

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

**III. Position of Mobilisation and Deployment of Funds:**

(Amount Rs.in Thousands)

Total Liabilities	278,900	Total Assets	278,900
-------------------	---------	--------------	---------

**SOURCE OF FUNDS:**

Paid-up Capital	48,133	Reserves & Surplus	73,007
Secured Loans	45,622	Unsecured Loans	1,530
		Current Liabilities	110,608

**APPLICATION OF FUNDS:**

Net Fixed Assets	94,821	Investment	0
Current Assets	184,079	Misc.Expenditure	0

**IV. Performance of Company (Amount Rs.in Thousands)**

Turnover	226,226	Total Expenditure	224,376
Profit / (Loss) Before Tax	1,850	Profit / (Loss) After Tax	1,278
Earning Per Share in Rs.	0.26	Dividend Rate %	NIL

**V. Generic Names of Three Principal Products /Services of Company:**

(As per Monetary Terms)

<b>Item Code No. (ITC Code)</b>	350300.02	<b>Product Description</b> GELATINE
<b>Item Code No. (ITC Code)</b>		<b>Product Description</b> DI-CALCIUM PHOSPHATE

As per our Audit Report of even date attached  
for **R.Kini & Associates**  
Chartered Accountants

For & on behalf of Board of Directors

**R.Kini**  
Proprieter  
M. No. 021611  
F. R. No. 116134W

**Jaspal Singh**  
Joint Managing Director

**Jasneet Kaur**  
Director

**Harman Singh**  
Chief Financial Officer

**Mayank Lashkari**  
Company Secretary

Place: Bhopal  
Date: 14th May, 2016

**C.J.Gelatine Products Limited**

**Regd. Office: Tokersi Jivraj Wadi, Acharya Donde Marg, Sewree (W), Mumbai: 400 015.**

**CIN: - L24295MH1980PLC023206**

**FORM NO - MGT - 11 (PROXY FORM)**

Folio No: \_\_\_\_\_

I/We..... resident of ..... being a member/members of M/s C.J.Gelatine Products Ltd. (CIN - L24295MH1980PLC023206) hereby appoint.....resident of..... as my/our proxy to vote for me/us on my/our behalf at the Thirty Sixth Annual General Meeting of the Company to be held at 12:30 P.M. at Sher-E- Punjab Gymkhana & Health Club Association, 368/72 Club Premises, Sher-E-Punjab Society, Off. Mahakali Caves Road, Andheri (E), Mumbai - 93 (M.H.) on Monday, the 19th day of September, 2016 and at any adjournment thereof.

Affix Re. 1/-  
Revenue Stamp

Signed this .....day of ....., 2016

Signature.....

**Note:**

1. A Proxy need not be a Member of the Company.
2. This form in order to be effective should be duly stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

**C.J. Gelatine Products Limited**

CIN: - L24295MH1980PLC023206

Regd. Office: Tokersi Jivraj Wadi, Acharya Donde Marg, Sewree (W), Mumbai: 400 015.

ATTENDANCE SLIP \_\_\_\_\_

No. of Shares Held: \_\_\_\_\_

DP ID No. \_\_\_\_\_

Folio No: \_\_\_\_\_

CLIENT ID No. \_\_\_\_\_

I hereby record my presence at the Thirty Sixth Annual General Meeting of the Company held on the Monday, at the 19th day of September 2016 at 12:30 P.M. at Registered Office - Tokersi Jivraj Wadi, Acharya Donde Marg, Sewree(w) Mumbai - 400 015.

-----  
Member's/Proxy's name in block letters

-----  
Member's/Proxy's signature

NOTE: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING PLACE.

Form for Updation of Email Address  
C.J.GELATINE PRODUCTS LIMITED  
CIN: - L24295MH1980PLC023206  
Regd. Office: Tokersi Jivraj Wadi, Acharya Donde Marg, Sewree (W), Mumbai-15

Date: - \_\_\_\_\_

To,

Adroit Corporate Services Pvt. Ltd  
19/20, Jaferbhoy Industrial Estate, 1st Floor,  
Makwana Road, Marol Naka, Andheri East,  
Mumbai: 400 059.

Sub: - Updation of Email Address

Dear Sir,

Please register my Email Address for the Purpose of Sending Annual Report and other Notices/  
Documents in Electronic Mode: -

Company Name C.J.GELATINE PRODUCTS LIMITED (Scrip Code - 507515)  
Name  
Email ID  
Folio No. / DP ID  
Client ID

\_\_\_\_\_  
Signature of First Named Shareholder

Name: -

Address: -

(Kindly send the same to the Address of Registrar & Transfer Agent mentioned above or either you can Email the same in the Above referred Format to info@adroitcorporate.com and please mention in Subject -" Updation of Email Address for C.J.Gelatine Products Limited Scrip Code - 507515")

**NOTES :**

**NOTES :**

# BOOK-POST

If Underlivered, Please return to

**C.J. GELATINE PRODUCTS LIMITED**

Tokersi Jivraj Wadi,  
Acharya Donde Marg,  
Sewree (w), Mumbai - 400 015